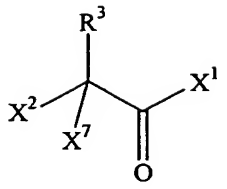
WE CLAIM:

1. A compound of Formula I:



I

in which:

$X^1$ is $-NHC(R^1)(R^2)X^3$ or $-NHX^4$;

$X^2$ is hydrogen, fluoro, -OH, $-OR^4$, $-NHR^{15}$ or $-NR^{17}R^{18}$ and $X^7$ is hydrogen or $X^2$ and $X^7$ both represent fluoro;

$X^3$ is cyano, $-C(R^7)(R^8)R^{16}$, $-C(R^6)(OR^6)_2$, $-CH_2C(O)R^{16}$, $-CH{=}CHS(O)_2R^5$, $-C(O)CF_2C(O)NR^5R^5$, $-C(O)C(O)NR^5R^6$, $-C(O)C(O)OR^5$, $-C(O)CH_2OR^5$, $-C(O)CH_2N(R^6)SO_2R^5$ or $-C(O)C(O)R^5$; wherein $R^5$ is hydrogen, $(C_{1-4})$alkyl, $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl; $R^6$ is hydrogen, hydroxy or $(C_{1-6})$alkyl; or where $X^3$ contains an $-NR^5R^6$ group, $R^5$ and $R^6$ together with the nitrogen atom to which they are both attached, form hetero$(C_{3-10})$cycloalkyl, hetero$(C_{5-10})$aryl or hetero$(C_{8-10})$bicycloaryl; $R^7$ is hydrogen or $(C_{1-4})$alkyl and $R^8$ is hydroxy or $R^7$ and $R^8$ together form oxo; $R^{16}$ is hydrogen, $-X^4$, $-CF_3$, $-CF_2CF_2R^9$ or $-N(R^6)OR^6$; $R^9$ is hydrogen, halo, $(C_{1-4})$alkyl, $(C_{5-10})$aryl$(C_{0-6})$alkyl or $(C_{5-10})$heteroaryl$(C_{0-6})$alkyl, with the proviso that when $X^3$ is cyano, then $X^2$ is hydrogen, fluoro, -OH, $-OR^4$ or $-NR^{17}R^{18}$ and $X^7$ is hydrogen or $X^2$ and $X^7$ both represent fluoro;

$X^4$ comprises a heteromonocyclic ring containing 4 to 7 ring member atoms or a fused heterobicyclic ring system containing 8 to 14 ring member atoms and any carbocyclic ketone, iminoketone or thioketone derivative thereof, with the proviso that when $-X^4$ is other than a heteromonocyclic ring containing 5 ring member atoms, wherein no more than two of the ring member atoms comprising the ring are heteroatoms, then $X^2$ is fluoro, -OH, $-OR^4$, $-NHR^{15}$ or $-NR^{17}R^{18}$ and $X^7$ is hydrogen or $X^2$ and $X^7$ both represent fluoro;

wherein within $R^5$, $X^3$ or $X^4$ any alicyclic or aromatic ring system is unsubstituted or

substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$, wherein $X^5$ is a bond or $(C_{1-6})$alkylene; $R^{12}$ at each occurrence independently is hydrogen, $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; $R^{13}$ is $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; and $R^{14}$ is $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl;

$R^1$ is hydrogen or $(C_{1-6})$alkyl and $R^2$ is selected from a group consisting of hydrogen, cyano, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-R^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$, $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$, wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above; or $R^1$ and $R^2$ taken together with the carbon atom to which both $R^1$ and $R^2$ are attached form $(C_{3-8})$cycloalkylene or $(C_{3-8})$heterocycloalkylene; wherein within said $R^2$ any heteroaryl, aryl, cycloalkyl, heterocycloalkyl, cycloalkylene or heterocycloalkylene is unsubstituted or substituted with 1 to 3 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$ and $-X^5C(O)R^{13}$, wherein $X^5$, $R^{12}$ and $R^{13}$ are as defined above;

$R^3$ is $(C_{1-6})$alkyl or $-C(R^6)(R^6)X^6$, wherein $R^6$ is hydrogen or $(C_{1-6})$alkyl and $X^6$ is selected from $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$,

$-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5C(O)R^{13}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$, $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$ wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above;

$R^4$ is selected from $-X^8NR^{12}R^{12}$, $-X^8NR^{12}C(O)R^{12}$, $-X^8NR^{12}C(O)OR^{12}$, $-X^8NR^{12}C(O)NR^{12}R^{12}$, $-X^8NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^8OR^{12}$, $-X^8SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^8OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^8S(O)_2NR^{12}R^{12}$, $-X^8NR^{12}S(O)_2R^{12}$, $-X^8P(O)(OR^{12})OR^{12}$, $-X^8OP(O)(OR^{12})OR^{12}$, $-X^5C(O)R^{13}$, $-X^8NR^{12}C(O)R^{13}$, $-X^8S(O)R^{13}$, $-X^8S(O)_2R^{13}$, $-R^{14}$, $-X^8OR^{14}$, $-X^8SR^{14}$, $-X^8S(O)R^{14}$, $-X^8S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^8OC(O)R^{14}$, $-X^8NR^{14}R^{12}$, $-X^8NR^{12}C(O)R^{14}$, $-X^8NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^8S(O)_2NR^{14}R^{12}$, $-X^8NR^{12}S(O)_2R^{14}$, $-X^8NR^{12}C(O)NR^{14}R^{12}$ and $-X^8NR^{12}C(NR^{12})NR^{14}R^{12}$ wherein $X^8$ is $(C_{1-6})$alkylene and $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above, with the proviso that when $X^3$ is cyano and $X^2$ is $-OR^4$, where $R^4$ is defined as $-R^{14}$, then $R^{14}$ is $(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{1-3})$alkyl, $(C_{6-10})$aryl$(C_{1-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{1-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{1-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{1-6})$alkyl;

$R^{15}$ is $(C_{6-10})$aryl, hetero$(C_{5-10})$aryl, $(C_{9-10})$bicycloaryl or hetero$(C_{8-10})$bicycloaryl;

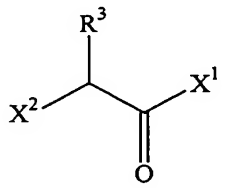
$R^{17}$ is $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl, with the proviso that when $X^3$ is cyano, then $R^{17}$ is $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, $(C_{6-10})$aryl$(C_{1-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{1-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{1-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{1-6})$alkyl;

$R^{18}$ is hydrogen, $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl, with the proviso that when $X^3$ is cyano, then $R^{18}$ is $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, $(C_{6-10})$aryl$(C_{1-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{1-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{1-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{1-6})$alkyl; and

wherein within $R^3$, $R^4$, $R^{15}$, $R^{17}$ and $R^{18}$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl,

$(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5C(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$; and within $R^3$ and $R^4$ any aliphatic moiety is unsubstituted or substituted further by 1 to 5 radicals independently selected from cyano, halo, nitro, $-NR^{12}R^{12}$, $-NR^{12}C(O)R^{12}$, $-NR^{12}C(O)OR^{12}$, $-NR^{12}C(O)NR^{12}R^{12}$, $-NR^{12}C(NR^{12})NR^{12}R^{12}$, $-OR^{12}$, $-SR^{12}$, $-C(O)OR^{12}$, $-C(O)R^{12}$, $-OC(O)R^{12}$, $-C(O)NR^{12}R^{12}$, $-S(O)_2NR^{12}R^{12}$, $-NR^{12}S(O)_2R^{12}$, $-P(O)(OR^{12})OR^{12}$, $-OP(O)(OR^{12})OR^{12}$, $-NR^{12}C(O)R^{13}$, $-S(O)R^{13}$ and $-S(O)_2R^{13}$; wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as described above, with the proviso that when $X^3$ is cyano and $X^2$ is $-OR^4$, where $R^4$ is defined as $-R^{14}$, or $-NHR^{18}$, then any aromatic ring system present within $R^{14}$ or $R^{18}$ is not substituted further by halo, $(C_{3-10})$cycloalkyl, hetero$(C_{3-10})$cycloalkyl, $(C_{6-10})$aryl, hetero$(C_{5-10})$aryl, $(C_{9-10})$bicycloaryl or hetero$(C_{8-10})$bicycloaryl; with the proviso that only one bicyclic ring structure is present within $R^3$, $R^4$ or $R^{15}$; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

2. A compound of Claim 1, which is of the following formula:




in which $X^2$ is hydrogen, fluoro, -OH, $-OR^4$, $-NHR^{15}$;
$R^3$, $R^4$, $R^{15}$ and $X^1$ are the same as defined in claim 1.

3. A compound of Claim 1 or Claim 2 in which:

$X^1$ is $-NHC(R^1)(R^2)X^3$ or $-NHCH(R^{19})C(O)R^{20}$;

$X^2$ is hydrogen, fluoro, -OH, $-OR^4$, $-NHR^{15}$ or $-NR^{17}R^{18}$ and $X^7$ is hydrogen or $X^2$ and $X^7$ both represent fluoro;

$X^3$ is cyano, $-C(R^7)(R^8)R^{16}$, $-C(R^6)(OR^6)_2$, $-CH_2C(O)R^{16}$, $-CH{=}CHS(O)_2R^5$, $-C(O)CF_2C(O)NR^5R^5$, $-C(O)C(O)NR^5R^6$, $-C(O)C(O)OR^5$, $-C(O)CH_2OR^5$, $-C(O)CH_2N(R^6)SO_2R^5$ or $-C(O)C(O)R^5$; wherein $R^5$ is hydrogen, $(C_{1-4})$alkyl, $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl; $R^6$ is hydrogen, hydroxy or $(C_{1-6})$alkyl; or where $X^3$ contains an $-NR^5R^6$ group, $R^5$ and $R^6$ together with the nitrogen atom to which they are both attached, form hetero$(C_{3-10})$cycloalkyl, hetero$(C_{5-10})$aryl or hetero$(C_{8-10})$bicycloaryl; $R^7$ is hydrogen or $(C_{1-4})$alkyl and $R^8$ is hydroxy or $R^7$ and $R^8$ together form oxo; $R^{16}$ is hydrogen, $-X^4$, $-CF_3$, $-CF_2CF_2R^9$ or $-N(R^6)OR^6$; $R^9$ is hydrogen, halo, $(C_{1-4})$alkyl, $(C_{5-10})$aryl$(C_{0-6})$alkyl or $(C_{5-10})$heteroaryl$(C_{0-6})$alkyl, with the proviso that when $X^3$ is cyano, then $X^2$ is hydrogen, fluoro, -OH, $-OR^4$ or $-NR^{17}R^{18}$ and $X^7$ is hydrogen or $X^2$ and $X^7$ both represent fluoro;

$X^4$ comprises a heteromonocyclic ring containing 4 to 7 ring member atoms or a fused heterobicyclic ring system containing 8 to 14 ring member atoms and any carbocyclic ketone, iminoketone or thioketone derivative thereof, with the proviso that when $-X^4$ is other than a heteromonocyclic ring containing 5 ring member atoms, wherein no more than two of the ring member atoms comprising the ring are heteroatoms, then $X^2$ is fluoro, -OH, $-OR^4$, $-NHR^{15}$ or $-NR^{17}R^{18}$ and $X^7$ is hydrogen or $X^2$ and $X^7$ both represent fluoro;

wherein within $R^5$, $X^3$ or $X^4$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$, wherein $X^5$ is a bond or $(C_{1-6})$alkylene; $R^{12}$ at each occurrence independently is hydrogen, $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; $R^{13}$ is $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; and $R^{14}$ is $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl,

hetero($C_{3-10}$)cycloalkyl($C_{0-3}$)alkyl, ($C_{6-10}$)aryl($C_{0-6}$)alkyl, hetero($C_{5-10}$)aryl($C_{0-6}$)alkyl, ($C_{9-10}$)bicycloaryl($C_{0-6}$)alkyl or hetero($C_{8-10}$)bicycloaryl($C_{0-6}$)alkyl;

$R^1$ is hydrogen or ($C_{1-6}$)alkyl and $R^2$ is selected from a group consisting of hydrogen, cyano, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-R^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$, $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$, wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above; or $R^1$ and $R^2$ taken together with the carbon atom to which both $R^1$ and $R^2$ are attached form ($C_{3-8}$)cycloalkylene or ($C_{3-8}$)heterocycloalkylene; wherein within said $R^2$ any heteroaryl, aryl, cycloalkyl, heterocycloalkyl, cycloalkylene or heterocycloalkylene is unsubstituted or substituted with 1 to 3 radicals independently selected from ($C_{1-6}$)alkyl, ($C_{1-6}$)alkylidene, cyano, halo, halo-substituted($C_{1-4}$)alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$ and $-X^5C(O)R^{13}$, wherein $X^5$, $R^{12}$ and $R^{13}$ are as defined above;

$R^3$ is ($C_{1-6}$)alkyl or $-C(R^6)(R^6)X^6$, wherein $R^6$ is hydrogen or ($C_{1-6}$)alkyl and $X^6$ is selected from $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5C(O)R^{13}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$, $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$ wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above;

$R^4$ is selected from $-X^8NR^{12}R^{12}$, $-X^8NR^{12}C(O)R^{12}$, $-X^8NR^{12}C(O)OR^{12}$, $-X^8NR^{12}C(O)NR^{12}R^{12}$, $-X^8NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^8OR^{12}$, $-X^8SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^8OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^8S(O)_2NR^{12}R^{12}$, $-X^8NR^{12}S(O)_2R^{12}$, $-X^8P(O)(OR^{12})OR^{12}$, $-X^8OP(O)(OR^{12})OR^{12}$, $-X^5C(O)R^{13}$, $-X^8NR^{12}C(O)R^{13}$, $-X^8S(O)R^{13}$, $-X^8S(O)_2R^{13}$, $-R^{14}$, $-X^8OR^{14}$, $-X^8SR^{14}$, $-X^8S(O)R^{14}$, $-X^8S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$,

$-X^8OC(O)R^{14}$, $-X^8NR^{14}R^{12}$, $-X^8NR^{12}C(O)R^{14}$, $-X^8NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^8S(O)_2NR^{14}R^{12}$, $-X^8NR^{12}S(O)_2R^{14}$, $-X^8NR^{12}C(O)NR^{14}R^{12}$ and $-X^8NR^{12}C(NR^{12})NR^{14}R^{12}$ wherein $X^8$ is $(C_{1-6})$alkylene and $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above, with the proviso that when $X^3$ is cyano and $X^2$ is $-OR^4$, where $R^4$ is defined as $-R^{14}$, then $R^{14}$ is $(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{1-3})$alkyl, $(C_{6-10})$aryl$(C_{1-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{1-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{1-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{1-6})$alkyl;

$R^{15}$ is $(C_{6-10})$aryl, hetero$(C_{5-10})$aryl, $(C_{9-10})$bicycloaryl or hetero$(C_{8-10})$bicycloaryl;

$R^{17}$ is $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl, with the proviso that when $X^3$ is cyano, then $R^{17}$ is $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, $(C_{6-10})$aryl$(C_{1-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{1-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{1-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{1-6})$alkyl;

$R^{18}$ is hydrogen, $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl, with the proviso that when $X^3$ is cyano, then $R^{18}$ is $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, $(C_{6-10})$aryl$(C_{1-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{1-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{1-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{1-6})$alkyl; and

$R^{19}$ and $R^{20}$ together with the atoms to which $R^{19}$ and $R^{20}$ are attached form $(C_{4-8})$heterocycloalkylene, wherein no more than one of the ring member atoms comprising the ring is a heteroatom selected from $-NR^{21}-$ or –O-, wherein the ring is unsubstituted or substituted with $R^2$, wherein $R^2$ is as defined above, and $R^{21}$ is hydrogen, $-C(O)OR^{12}$, $-C(O)R^{12}$, $-C(O)NR^{12}R^{12}$, $-S(O)_2NR^{12}R^{12}$, $-S(O)R^{13}$ and $-S(O)_2R^{13}$, $-S(O)R^{14}$, $-S(O)_2R^{14}$, $-C(O)R^{14}$, $-C(O)OR^{14}$, $-C(O)NR^{12}R^{12}$ and $-S(O)_2NR^{14}R^{12}$, wherein $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above;

wherein within $R^3$, $R^4$, $R^{15}$, $R^{17}$ and $R^{18}$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$,

$-X^5C(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$; and within $R^3$ and $R^4$ any aliphatic moiety is unsubstituted or substituted further by 1 to 5 radicals independently selected from cyano, halo, nitro, $-NR^{12}R^{12}$, $-NR^{12}C(O)R^{12}$, $-NR^{12}C(O)OR^{12}$, $-NR^{12}C(O)NR^{12}R^{12}$, $-NR^{12}C(NR^{12})NR^{12}R^{12}$, $-OR^{12}$, $-SR^{12}$, $-C(O)OR^{12}$, $-C(O)R^{12}$, $-OC(O)R^{12}$, $-C(O)NR^{12}R^{12}$, $-S(O)_2NR^{12}R^{12}$, $-NR^{12}S(O)_2R^{12}$, $-P(O)(OR^{12})OR^{12}$, $-OP(O)(OR^{12})OR^{12}$, $-NR^{12}C(O)R^{13}$, $-S(O)R^{13}$ and $-S(O)_2R^{13}$; wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as described above, with the proviso that when $X^3$ is cyano and $X^2$ is $-OR^4$, where $R^4$ is defined as $-R^{14}$, or $-NHR^{18}$, then any aromatic ring system present within $R^{14}$ or $R^{18}$ is not substituted further by halo, $(C_{3-10})$cycloalkyl, hetero$(C_{3-10})$cycloalkyl, $(C_{6-10})$aryl, hetero$(C_{5-10})$aryl, $(C_{9-10})$bicycloaryl or hetero$(C_{8-10})$bicycloaryl; with the proviso that only one bicyclic ring structure is present within $R^3$, $R^4$ or $R^{15}$; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

4. The compound of Claim 1 or Claim 2 in which:

$X^1$ is $-NHC(R^1)(R^2)X^3$ or $-NHCH(R^{19})C(O)R^{20}$;

$X^2$ is hydrogen, fluoro, -OH, $-OR^4$, $-NHR^{15}$ or $-NR^{17}R^{18}$ and $X^7$ is hydrogen or $X^2$ and $X^7$ both represent fluoro;

$X^3$ is $-C(R^7)(R^8)R^{16}$, $-C(R^6)(OR^6)_2$, $-CH_2C(O)R^{16}$, $-CH{=}CHS(O)_2R^5$, $-C(O)CF_2C(O)NR^5R^5$, $-C(O)C(O)NR^5R^6$, $-C(O)C(O)OR^5$, $-C(O)CH_2OR^5$, $-C(O)CH_2N(R^6)SO_2R^5$ or $-C(O)C(O)R^5$; wherein $R^5$ is hydrogen, $(C_{1-4})$alkyl, $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl; $R^6$ is hydrogen, hydroxy or $(C_{1-6})$alkyl; or where $X^3$ contains an $-NR^5R^6$ group, $R^5$ and $R^6$ together with the nitrogen atom to which they are both attached, form hetero$(C_{3-10})$cycloalkyl, hetero$(C_{5-10})$aryl or hetero$(C_{8-10})$bicycloaryl; $R^7$ is hydrogen or $(C_{1-4})$alkyl and $R^8$ is hydroxy or $R^7$ and $R^8$ together form oxo; $R^{16}$ is hydrogen, $-X^4$, $-CF_3$, $-CF_2CF_2R^9$ or $-N(R^6)OR^6$; $R^9$ is hydrogen, halo, $(C_{1-4})$alkyl, $(C_{5-10})$aryl$(C_{0-6})$alkyl or $(C_{5-10})$heteroaryl$(C_{0-6})$alkyl;

$X^4$ comprises a heteromonocyclic ring containing 4 to 7 ring member atoms or a fused heterobicyclic ring system containing 8 to 14 ring member atoms and any carbocyclic ketone, iminoketone or thioketone derivative thereof, with the proviso that when $-X^4$ is other than a heteromonocyclic ring containing 5 ring member atoms, wherein no more than two of the ring member atoms comprising the ring are heteroatoms, then $X^2$ is fluoro, -OH, $-OR^4$, $-NHR^{15}$ or $-NR^{17}R^{18}$ and $X^7$ is hydrogen or $X^2$ and $X^7$ both represent fluoro;

wherein within $R^5$, $X^3$ or $X^4$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$, wherein $X^5$ is a bond or $(C_{1-6})$alkylene; $R^{12}$ at each occurrence independently is hydrogen, $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; $R^{13}$ is $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; and $R^{14}$ is $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl;

$R^1$ is hydrogen or $(C_{1-6})$alkyl and $R^2$ is selected from a group consisting of hydrogen, cyano, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-R^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$, $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$, wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above; or $R^1$ and $R^2$ taken together with the carbon atom to which both $R^1$ and $R^2$ are attached form $(C_{3-8})$cycloalkylene or $(C_{3-8})$heterocycloalkylene; wherein within said $R^2$ any heteroaryl, aryl, cycloalkyl, heterocycloalkyl, cycloalkylene or heterocycloalkylene is unsubstituted or substituted with 1 to 3 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$,

$-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$ and $-X^5C(O)R^{13}$, wherein $X^5$, $R^{12}$ and $R^{13}$ are as defined above;

$R^3$ is $(C_{1-6})$alkyl or $-C(R^6)(R^6)X^6$, wherein $R^6$ is hydrogen or $(C_{1-6})$alkyl and $X^6$ is selected from $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5C(O)R^{13}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$, $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$ wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above;

$R^4$ is selected from $-X^8NR^{12}R^{12}$, $-X^8NR^{12}C(O)R^{12}$, $-X^8NR^{12}C(O)OR^{12}$, $-X^8NR^{12}C(O)NR^{12}R^{12}$, $-X^8NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^8OR^{12}$, $-X^8SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^8OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^8S(O)_2NR^{12}R^{12}$, $-X^8NR^{12}S(O)_2R^{12}$, $-X^8P(O)(OR^{12})OR^{12}$, $-X^8OP(O)(OR^{12})OR^{12}$, $-X^5C(O)R^{13}$, $-X^8NR^{12}C(O)R^{13}$, $-X^8S(O)R^{13}$, $-X^8S(O)_2R^{13}$, $-R^{14}$, $-X^8OR^{14}$, $-X^8SR^{14}$, $-X^8S(O)R^{14}$, $-X^8S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^8OC(O)R^{14}$, $-X^8NR^{14}R^{12}$, $-X^8NR^{12}C(O)R^{14}$, $-X^8NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^8S(O)_2NR^{14}R^{12}$, $-X^8NR^{12}S(O)_2R^{14}$, $-X^8NR^{12}C(O)NR^{14}R^{12}$ and $-X^8NR^{12}C(NR^{12})NR^{14}R^{12}$ wherein $X^8$ is $(C_{1-6})$alkylene and $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above;

$R^{15}$ is $(C_{6-10})$aryl, hetero$(C_{5-10})$aryl, $(C_{9-10})$bicycloaryl or hetero$(C_{8-10})$bicycloaryl;

$R^{17}$ is hydrogen, $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl;

$R^{18}$ is $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl; and

$R^{19}$ and $R^{20}$ together with the atoms to which $R^{19}$ and $R^{20}$ are attached form $(C_{4-8})$heterocycloalkylene, wherein no more than one of the ring member atoms comprising the ring is a heteroatom selected from $-NR^{21}-$ or -O-, wherein the ring is unsubstituted or substituted with $R^2$, wherein $R^2$ is as defined above, and $R^{21}$ is hydrogen, $-C(O)OR^{12}$, $-C(O)R^{12}$, $-C(O)NR^{12}R^{12}$, $-S(O)_2NR^{12}R^{12}$, $-S(O)R^{13}$ and $-S(O)_2R^{13}$, $-S(O)R^{14}$, $-S(O)_2R^{14}$,

$-C(O)R^{14}$, $-C(O)OR^{14}$, $-C(O)NR^{12}R^{12}$ and $-S(O)_2NR^{14}R^{12}$, wherein $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above;

wherein within $R^3$, $R^4$, $R^{15}$, $R^{17}$ and $R^{18}$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5C(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$; and within $R^3$ and $R^4$ any aliphatic moiety is unsubstituted or substituted further by 1 to 5 radicals independently selected from cyano, halo, nitro, $-NR^{12}R^{12}$, $-NR^{12}C(O)R^{12}$, $-NR^{12}C(O)OR^{12}$, $-NR^{12}C(O)NR^{12}R^{12}$, $-NR^{12}C(NR^{12})NR^{12}R^{12}$, $-OR^{12}$, $-SR^{12}$, $-C(O)OR^{12}$, $-C(O)R^{12}$, $-OC(O)R^{12}$, $-C(O)NR^{12}R^{12}$, $-S(O)_2NR^{12}R^{12}$, $-NR^{12}S(O)_2R^{12}$, $-P(O)(OR^{12})OR^{12}$, $-OP(O)(OR^{12})OR^{12}$, $-NR^{12}C(O)R^{13}$, $-S(O)R^{13}$ and $-S(O)_2R^{13}$; wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as described above; with the proviso that only one bicyclic ring structure is present within $R^3$, $R^4$ or $R^{15}$; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

5. A compound of Claim 1 or Claim 2 in which:

$X^1$ is $-NHC(R^1)(R^2)X^3$ or $-NHCH(R^{19})C(O)R^{20}$;

$X^2$ is hydrogen, fluoro, -OH, $-OR^4$ or $-NR^{17}R^{18}$ and $X^7$ is hydrogen or $X^2$ and $X^7$ both represent fluoro;

$X^3$ is cyano;

wherein within $X^3$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$,

$-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$, wherein $X^5$ is a bond or $(C_{1-6})$alkylene; $R^{12}$ at each occurrence independently is hydrogen, $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; $R^{13}$ is $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; and $R^{14}$ is $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl;

$R^1$ is hydrogen or $(C_{1-6})$alkyl and $R^2$ is selected from a group consisting of hydrogen, cyano, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-R^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$, $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$, wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above; or $R^1$ and $R^2$ taken together with the carbon atom to which both $R^1$ and $R^2$ are attached form $(C_{3-8})$cycloalkylene or $(C_{3-8})$heterocycloalkylene; wherein within said $R^2$ any heteroaryl, aryl, cycloalkyl, heterocycloalkyl, cycloalkylene or heterocycloalkylene is unsubstituted or substituted with 1 to 3 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$ and $-X^5C(O)R^{13}$, wherein $X^5$, $R^{12}$ and $R^{13}$ are as defined above;

$R^3$ is $(C_{1-6})$alkyl or $-C(R^6)(R^6)X^6$, wherein $R^6$ is hydrogen or $(C_{1-6})$alkyl and $X^6$ is selected from $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5C(O)R^{13}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$, $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$,

$-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$ wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above;

$R^4$ is selected from $-X^8NR^{12}R^{12}$, $-X^8NR^{12}C(O)R^{12}$, $-X^8NR^{12}C(O)OR^{12}$, $-X^8NR^{12}C(O)NR^{12}R^{12}$, $-X^8NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^8OR^{12}$, $-X^8SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^8OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^8S(O)_2NR^{12}R^{12}$, $-X^8NR^{12}S(O)_2R^{12}$, $-X^8P(O)(OR^{12})OR^{12}$, $-X^8OP(O)(OR^{12})OR^{12}$, $-X^5C(O)R^{13}$, $-X^8NR^{12}C(O)R^{13}$, $-X^8S(O)R^{13}$, $-X^8S(O)_2R^{13}$, $-R^{14}$, $-X^8OR^{14}$, $-X^8SR^{14}$, $-X^8S(O)R^{14}$, $-X^8S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^8OC(O)R^{14}$, $-X^8NR^{14}R^{12}$, $-X^8NR^{12}C(O)R^{14}$, $-X^8NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^8S(O)_2NR^{14}R^{12}$, $-X^8NR^{12}S(O)_2R^{14}$, $-X^8NR^{12}C(O)NR^{14}R^{12}$ and $-X^8NR^{12}C(NR^{12})NR^{14}R^{12}$ wherein $X^8$ is $(C_{1-6})$alkylene and $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above, with the proviso that when $X^3$ is cyano and $X^2$ is $-OR^4$, where $R^4$ is defined as $-R^{14}$, then $R^{14}$ is $(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{1-3})$alkyl, $(C_{6-10})$aryl$(C_{1-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{1-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{1-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{1-6})$alkyl;

$R^{15}$ is $(C_{6-10})$aryl, hetero$(C_{5-10})$aryl, $(C_{9-10})$bicycloaryl or hetero$(C_{8-10})$bicycloaryl;

$R^{17}$ is $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, $(C_{6-10})$aryl$(C_{1-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{1-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{1-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{1-6})$alkyl;

$R^{18}$ is $(C_{1-6})$alkyl, $(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{1-6})$alkyl, $(C_{6-10})$aryl$(C_{1-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{1-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{1-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{1-6})$alkyl; and

$R^{19}$ and $R^{20}$ together with the atoms to which $R^{19}$ and $R^{20}$ are attached form $(C_{4-8})$heterocycloalkylene, wherein no more than one of the ring member atoms comprising the ring is a heteroatom selected from $-NR^{21}-$ or -O-, wherein the ring is unsubstituted or substituted with $R^2$, wherein $R^2$ is as defined above, and $R^{21}$ is hydrogen, $-C(O)OR^{12}$, $-C(O)R^{12}$, $-C(O)NR^{12}R^{12}$, $-S(O)_2NR^{12}R^{12}$, $-S(O)R^{13}$ and $-S(O)_2R^{13}$, $-S(O)R^{14}$, $-S(O)_2R^{14}$, $-C(O)R^{14}$, $-C(O)OR^{14}$, $-C(O)NR^{12}R^{12}$ and $-S(O)_2NR^{14}R^{12}$, wherein $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above;

wherein within $R^3$, $R^4$, $R^{15}$, $R^{17}$ and $R^{18}$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$,

$-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5C(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$; and within $R^3$ and $R^4$ any aliphatic moiety is unsubstituted or substituted further by 1 to 5 radicals independently selected from cyano, halo, nitro, $-NR^{12}R^{12}$, $-NR^{12}C(O)R^{12}$, $-NR^{12}C(O)OR^{12}$, $-NR^{12}C(O)NR^{12}R^{12}$, $-NR^{12}C(NR^{12})NR^{12}R^{12}$, $-OR^{12}$, $-SR^{12}$, $-C(O)OR^{12}$, $-C(O)R^{12}$, $-OC(O)R^{12}$, $-C(O)NR^{12}R^{12}$, $-S(O)_2NR^{12}R^{12}$, $-NR^{12}S(O)_2R^{12}$, $-P(O)(OR^{12})OR^{12}$, $-OP(O)(OR^{12})OR^{12}$, $-NR^{12}C(O)R^{13}$, $-S(O)R^{13}$ and $-S(O)_2R^{13}$; wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as described above, with the proviso that when $X^2$ is $-OR^4$, where $R^4$ is defined as $-R^{14}$, or $-NHR^{18}$, then any aromatic ring system present within $R^{14}$ or $R^{18}$ is not substituted further by halo, $(C_{3-10})$cycloalkyl, hetero$(C_{3-10})$cycloalkyl, $(C_{6-10})$aryl, hetero$(C_{5-10})$aryl, $(C_{9-10})$bicycloaryl or hetero$(C_{8-10})$bicycloaryl; with the proviso that only one bicyclic ring structure is present within $R^3$, $R^4$ or $R^{15}$; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

6. A compound of Claim 1 or 2 in which:

$X^1$ is $-NHC(R^1)(R^2)X^3$ or $-NHCH(R^{19})C(O)R^{20}$;

$X^2$ is -OH, $-OC(O)NR^{12}R^{12}$ or $-OC(O)R^{14}$, wherein $R^{12}$ and $R^{14}$ are as defined below;

$X^3$ is cyano, $-C(R^7)(R^8)R^{16}$, $-C(R^6)(OR^6)_2$, $-CH_2C(O)R^{16}$, $-CH{=}CHS(O)_2R^5$, $-C(O)CF_2C(O)NR^5R^5$, $-C(O)C(O)NR^5R^6$, $-C(O)C(O)OR^5$, $-C(O)CH_2OR^5$, $-C(O)CH_2N(R^6)SO_2R^5$ or $-C(O)C(O)R^5$; wherein $R^5$ is hydrogen, $(C_{1-4})$alkyl, $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl; $R^6$ is hydrogen, hydroxy or $(C_{1-6})$alkyl; or where $X^3$ contains an $-NR^5R^6$ group, $R^5$ and $R^6$ together with the nitrogen atom to which they are both attached, form hetero$(C_{3-10})$cycloalkyl, hetero$(C_{5-10})$aryl or hetero$(C_{8-10})$bicycloaryl; $R^7$ is hydrogen or $(C_{1-4})$alkyl and $R^8$ is hydroxy or $R^7$ and $R^8$ together form oxo; $R^{16}$ is hydrogen, $-X^4$, $-CF_3$, $-CF_2CF_2R^9$ or $-N(R^6)OR^6$; $R^9$ is hydrogen, halo, $(C_{1-4})$alkyl, $(C_{5-10})$aryl$(C_{0-6})$alkyl or $(C_{5-10})$heteroaryl$(C_{0-6})$alkyl;

$X^4$ comprises a heteromonocyclic ring containing 4 to 7 ring member atoms or a fused heterobicyclic ring system containing 8 to 14 ring member atoms and any carbocyclic ketone, iminoketone or thioketone derivative thereof;

wherein within $R^5$, $X^3$ or $X^4$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$, wherein $X^5$ is a bond or $(C_{1-6})$alkylene; $R^{12}$ at each occurrence independently is hydrogen, $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; $R^{13}$ is $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; and $R^{14}$ is $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl;

$R^1$ is hydrogen or $(C_{1-6})$alkyl and $R^2$ is selected from a group consisting of hydrogen, cyano, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-R^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$, $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$, wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above; or $R^1$ and $R^2$ taken together with the carbon atom to which both $R^1$ and $R^2$ are attached form $(C_{3-8})$cycloalkylene or $(C_{3-8})$heterocycloalkylene; wherein within said $R^2$ any heteroaryl, aryl, cycloalkyl, heterocycloalkyl, cycloalkylene or heterocycloalkylene is unsubstituted or substituted with 1 to 3 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$,

$-X^5S(O)_2R^{13}$ and $-X^5C(O)R^{13}$, wherein $X^5$, $R^{12}$ and $R^{13}$ are as defined above;

$R^3$ is $(C_{1-6})$alkyl or $-C(R^6)(R^6)X^6$, wherein $R^6$ is hydrogen or $(C_{1-6})$alkyl and $X^6$ is selected from $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5C(O)R^{13}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5S(O)_2R^{13}$, $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$ wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above; and

$R^{19}$ and $R^{20}$ together with the atoms to which $R^{19}$ and $R^{20}$ are attached form $(C_{4-8})$heterocycloalkylene, wherein no more than one of the ring member atoms comprising the ring is a heteroatom selected from $-NR^{21}-$ or –O-, wherein and the ring is unsubstituted or substituted with $R^2$, wherein $R^2$ is as defined above, and $R^{21}$ is hydrogen, $-C(O)OR^{12}$, $-C(O)R^{12}$, $-C(O)NR^{12}R^{12}$, $-S(O)_2NR^{12}R^{12}$, $-S(O)R^{13}$ and $-S(O)_2R^{13}$, $-S(O)R^{14}$, $-S(O)_2R^{14}$, $-C(O)R^{14}$, $-C(O)OR^{14}$, $-C(O)NR^{12}R^{12}$ and $-S(O)_2NR^{14}R^{12}$, wherein $R^{12}$, $R^{13}$ and $R^{14}$ are as defined above;

wherein within $R^3$, $R^4$, $R^{15}$, $R^{17}$ and $R^{18}$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5C(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{14}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$; and within $R^3$ and $R^4$ any aliphatic moiety is unsubstituted or substituted further by 1 to 5 radicals independently selected from cyano, halo, nitro, $-NR^{12}R^{12}$, $-NR^{12}C(O)R^{12}$, $-NR^{12}C(O)OR^{12}$, $-NR^{12}C(O)NR^{12}R^{12}$, $-NR^{12}C(NR^{12})NR^{12}R^{12}$, $-OR^{12}$, $-SR^{12}$, $-C(O)OR^{12}$, $-C(O)R^{12}$, $-OC(O)R^{12}$, $-C(O)NR^{12}R^{12}$, $-S(O)_2NR^{12}R^{12}$, $-NR^{12}S(O)_2R^{12}$, $-P(O)(OR^{12})OR^{12}$, $-OP(O)(OR^{12})OR^{12}$, $-NR^{12}C(O)R^{13}$, $-S(O)R^{13}$ and $-S(O)_2R^{13}$; wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as described above; with the proviso that only one bicyclic ring structure is present within $R^3$, $R^4$ or $R^{15}$; and the *N*-oxide

derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

7. The compound of Claim 1 or Claim 2 in which:

$X^1$ is $-NHC(R^1)(R^2)C(O)C(O)NR^5R^6$, wherein $R^5$ is hydrogen, $(C_{1-4})$alkyl, $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl and $R^6$ is hydrogen, hydroxy or $(C_{1-6})$alkyl or $R^5$ and $R^6$ together with the nitrogen atom to which they are both attached form hetero$(C_{3-10})$cycloalkyl, hetero$(C_{5-10})$aryl or hetero$(C_{8-10})$bicycloaryl;

$X^2$ is hydrogen;

wherein within $X^1$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$, $-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$, $-X^5SR^{14}$, $-X^5S(O)R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)OR^{14}$, $-X^5OC(O)R^{14}$, $-X^5NR^{14}R^{12}$, $-X^5NR^{12}C(O)R^{14}$, $-X^5NR^{12}C(O)OR^{14}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{14}R^{12}$, $-X^5NR^{12}S(O)_2R^{14}$, $-X^5NR^{12}C(O)NR^{14}R^{12}$ and $-X^5NR^{12}C(NR^{12})NR^{14}R^{12}$, wherein $X^5$ is a bond or $(C_{1-6})$alkylene; $R^{12}$ at each occurrence independently is hydrogen, $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; $R^{13}$ is $(C_{1-6})$alkyl or halo-substituted$(C_{1-6})$alkyl; and $R^{14}$ is $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl, hetero$(C_{3-10})$cycloalkyl$(C_{0-3})$alkyl, $(C_{6-10})$aryl$(C_{0-6})$alkyl, hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl, $(C_{9-10})$bicycloaryl$(C_{0-6})$alkyl or hetero$(C_{8-10})$bicycloaryl$(C_{0-6})$alkyl;

$R^1$ is hydrogen and $R^2$ is $(C_{1-6})$alkyl; and

$R^3$ is $-CH_2X^6$, wherein $X^6$ is $-X^5NR^{12}S(O)_2R^{12}$ or $-X^5S(O)_2R^{14}$ wherein $X^5$, $R^{12}$ and $R^{14}$ are as defined above;

wherein within $R^3$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from $(C_{1-6})$alkyl, $(C_{1-6})$alkylidene, cyano, halo, halo-substituted$(C_{1-4})$alkyl, nitro, $-X^5NR^{12}R^{12}$, $-X^5NR^{12}C(O)R^{12}$, $-X^5NR^{12}C(O)OR^{12}$,

$-X^5NR^{12}C(O)NR^{12}R^{12}$, $-X^5NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^5OR^{12}$, $-X^5SR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{12}$, $-X^5OC(O)R^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$, $-X^5P(O)(OR^{12})OR^{12}$, $-X^5OP(O)(OR^{12})OR^{12}$, $-X^5NR^{12}C(O)R^{13}$, $-X^5S(O)R^{13}$, $-X^5C(O)R^{13}$ and $-X^5S(O)_2R^{13}$ and within $R^3$ any aliphatic moiety is unsubstituted or substituted further by 1 to 5 radicals independently selected from cyano, halo, nitro, $-NR^{12}R^{12}$, $-NR^{12}C(O)R^{12}$, $-NR^{12}C(O)OR^{12}$, $-NR^{12}C(O)NR^{12}R^{12}$, $-NR^{12}C(NR^{12})NR^{12}R^{12}$, $-OR^{12}$, $-SR^{12}$, $-C(O)OR^{12}$, $-C(O)R^{12}$, $-OC(O)R^{12}$, $-C(O)NR^{12}R^{12}$, $-S(O)_2NR^{12}R^{12}$, $-NR^{12}S(O)_2R^{12}$, $-P(O)(OR^{12})OR^{12}$, $-OP(O)(OR^{12})OR^{12}$, $-NR^{12}C(O)R^{13}$, $-S(O)R^{13}$ and $-S(O)_2R^{13}$; wherein $X^5$, $R^{12}$, $R^{13}$ and $R^{14}$ are as described above; with the proviso that only one bicyclic ring structure is present within $R^3$; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

8. The compound of Claim 3 in which:

$X^1$ is $-NHC(R^1)(R^2)X^3$ or $-NHCH(R^{19})C(O)R^{20}$, wherein $R^1$ is hydrogen or $(C_{1-6})$alkyl and $R^2$ is hydrogen, $(C_{1-6})$alkyl, $-X^5OR^{12}$, $-X^5S(O)R^{13}$, $-X^5OR^{14}$, $(C_{6-10})$aryl$(C_{0-6})$alkyl or hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl or $R^1$ and $R^2$ taken together with the carbon atom to which both $R^1$ and $R^2$ are attached form $(C_{3-6})$cycloalkylene or $(C_{3-6})$heterocycloalkylene, wherein within said $R^2$ any heteroaryl, aryl, cycloalkylene or heterocycloalkylene is unsubstituted or substituted with $(C_{1-6})$alkyl or hydroxy, wherein $X^3$ is cyano, $-C(O)R^{16}$, $-C(R^6)(OR^6)_2$, $-CH{=}CHS(O)_2R^5$, $-CH_2C(O)R^{16}$, $-C(O)CF_2C(O)NR^5R^5$, $-C(O)C(O)NR^5R^6$, $-C(O)C(O)OR^5$, $-C(O)CH_2OR^5$, $-C(O)CH_2N(R^6)SO_2R^5$ or $-C(O)C(O)R^5$ and $R^{19}$ and $R^{20}$ together with the atoms to which $R^{19}$ and $R^{20}$ are attached form $(C_{4-8})$heterocycloalkylene, wherein no more than one of the ring member atoms comprising the ring is a heteroatom selected from $-NR^{21}-$ or -O-, wherein the ring is unsubstituted or substituted with $(C_{1-6})$alkyl or $-X^5C(O)OR^{12}$ and $R^{21}$ is hydrogen, $(C_{1-6})$alkyl, $-X^5C(O)R^{12}$, $-X^5C(O)OR^{12}$, $-R^{14}$, $-X^5C(O)R^{14}$ or $-C(O)OR^{14}$;

$X^2$ is $-OH$ or $-OC(O)NR^{12}R^{12}$, wherein each $R^{12}$ independently represent hydrogen or $(C_{1-6})$alkyl, wherein said alkyl is unsubstituted or substituted with hydroxy or methoxy, or $X^2$ is $-OC(O)NHR^{14}$, wherein $R^{14}$ is $(C_{3-10})$cycloalkyl$(C_{0-6})$alkyl or hetero$(C_{3-10})$cycloalkyl$(C_{1-3})$alkyl, or $X^2$ is $-OC(O)R^{14}$, wherein $R^{14}$ is $-NR^{22}R^{23}$ and $R^{22}$ and $R^{23}$ together with the nitrogen atom to which both $R^{22}$ and $R^{23}$ attached form a hetero$(C_{4-6})$cycloalkyl ring, which ring may be unsubstituted or substituted with hydroxy; and

$R^3$ is $-CH_2X^6$; wherein $X^6$ is is selected from $-X^5SR^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2R^{13}$, $-X^5C(O)R^{13}$, $-X^5OR^{12}$, $-X^5SR^{14}$, $-X^5R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)NR^{14}R^{12}$; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

9. The compound of Claim 8 in which:

$X^3$ is cyano, $-C(O)X^4$, $-C(O)H$, $-C(O)N(CH_3)OCH_3$, $-CH(OCH_3)_2$, $-C(O)CF_3$, $-C(O)CF_2CF_3$, $-CH_2C(O)R^{16}$, (E)-2-benzenesulfonyl-vinyl, 2-dimethylcarbamoyl-2,2-difluoro-acetyl, 2-oxo-2-pyrrolidin-1-yl-acetyl, 2-morpholin-4-yl-2-oxo-acetyl, 2-oxo-2-piperazin-1-yl-acetyl, 2-(4-methanesulfonyl-piperazin-1-yl)-2-oxo-acetyl, 2-(1,1-dioxo-1□$^6$-thiomorpholin-4-yl)-2-oxo-acetyl, dimethylaminooxalyl, tetrahydro-pyran-4-ylaminooxalyl, 2-morpholin-4-yl-ethylaminooxalyl, cyclopentyl-ethyl-aminooxalyl, pyridin-3-ylaminooxalyl, phenylaminooxalyl, 1-benzoyl-piperidin-4-ylaminooxalyl, 1-benzylcarbamoyl-methanoyl, 1-benzyloxy(oxalyl), 2-benzyloxy-acetyl, 2-benzenesulfonylamino-ethanoyl, 2-oxo-2-phenyl-ethanoyl, 3*H*-oxazole-2-carbonyl, 5-trifluoromethyl-oxazole-2-carbonyl, 3-trifluoromethyl-[1,2,4]oxadiazole-5-carbonyl, 2,2,3,3,3-pentafluoro-propionyl, hydroxyaminooxalyl, oxalyl, 2-(1,3-dihydro-isoindol-2-yl)-2-oxo-acetyl, benzothiazol-2-ylaminooxalyl, 2-oxo-ethyl, 2-oxazol-2-yl-2-oxo-ethyl or 2-benzooxazol-2-yl-2-oxo-ethyl;

$X^2$ is selected from -OH, dimethylcarbamoyloxy, morpholin-4-ylcarbonyloxy, piperidin-1-yl-carbonyloxy, pyrrolidin-1-yl-carbonyloxy, pyrimidin-2-ylamino, tetrahydro-pyran-4-ylamino, 1-methyl-piperidin-4-ylamino, *N*-(2-methoxyethyl)-*N*-(tetrahydro-pyran-4-yl)amino, isopropylamino and cyclohexylamino;
4-*tert*-butoxycarbonylpiperazin-1-ylcarbonyloxy, *N*-benzyl-carbamoyloxy, pyrrolidin-1-yl-carbonyloxy, *N*,*N*-dimethyl-carbamoyloxy, piperidin-1-yl-carbonyloxy, 4-methanesulfonyl-piperazin-1-yl-carbonyloxy, 4-ethoxycarbonylpiperazin-1-ylcarbonyloxy, *N*-cyclohexyl-carbamoyloxy, *N*-phenyl-carbamoyloxy, *N*-(5,6,7,8-tetrahydro-naphthalen-1-yl)-carbamoyloxy, *N*-butyl-*N*-methyl-carbamoyloxy, *N*-pyridin-3-yl-carbamoyloxy, *N*-isopropyl-carbamoyloxy, *N*-pyridin-4-yl-carbamoyloxy, *N*-cyanomethyl-*N*-methyl-carbamoyloxy, *N*,*N*-bis-(2-methoxy-ethyl)-carbamoyloxy, *N*-phenethyl-carbamoyloxy, piperazine- carbonyloxy, *N*-naphthalen-2-yl-carbamoyloxy, 4-benzyl-piperazine-1-carbamoyloxy, 4-(1-furan-2-yl-

carbonyl)-piperazine-1-carbamoyloxy, thiomorpholin-4-yl- carbonyloxy, 1,1-dioxo-1$\lambda^6$-thiomorpholin-4-yl)- carbonyloxy, bis-(2-methoxy-ethyl)-carbamoyloxy, morpholin-4-ylcarbonyloxy, 2-methoxyethylcarbamoyloxy, diethylcarbamoyloxy, pyrrolidin-1-ylcarbonyloxy, 2-hydroxyethylcarbamoyloxy, tetrahydro-furan-2-ylmethylcarbamoyloxy, cyclopropylcarbamoyloxy, *tert*-butylcarbamoyloxy, 3-hydroxy-pyrrolidin-1-yl-carbonyloxy and carbamoyloxy; and

$R^3$ is thiophene-2-sulfonyl-methyl, 3-chloro-2-fluoro-phenyl-methane-sulfonyl-methyl, benzene-sulfonyl-methyl, phenyl-methane-sulfonyl-methyl, 2-(1,1-difluoro-methoxy)-phenyl-methane-sulfonyl-methyl, 2-benzene-sulfonyl-ethyl, 2-(pyridine-2-sulfonyl)-ethyl, 2-(pyridine-4-sulfonyl)-ethyl, 2-phenyl-methanesulfonyl-ethyl, oxy-pyridin-2-yl-methane-sulfonyl-methyl, prop-2-ene-1-sulfonyl-methyl, 4-methoxy-phenyl-methane-sulfonyl-methyl, *p*-tolyl-methane-sulfonyl-methyl, 4-chloro-phenyl-methane-sulfonyl-methyl, *o*-tolyl-methane-sulfonyl-methyl, 3,5-dimethyl-phenyl-methane-sulfonyl-methyl, 4-trifluoro-methyl-phenyl-methane-sulfonyl-methyl, 4-trifluoro-methoxy-phenyl-methane-sulfonyl-methyl, 2-bromo-phenyl-methane-sulfonyl-methyl, pyridin-2-yl-methane-sulfonyl-methyl, pyridin-3-yl-methane-sulfonyl-methyl, pyridin-4-yl-methane-sulfonyl-methyl, naphthalen-2-yl-methane-sulfonyl-methyl, 3-methyl-phenyl-methane-sulfonyl-methyl, 3-trifluoro-methyl-phenyl-methane-sulfonyl-methyl, 3-trifluoro-methoxy-phenyl-methane-sulfonyl-methyl, 4-fluoro-2-trifluoromethoxy-phenyl-methane-sulfonylmethyl, 2-fluoro-6-trifluoromethyl-phenylmethanesulfonylmethyl, 3-chloro-phenylmethanesulfonylmethyl, 2-fluoro-phenylmethanesulfonylmethyl, 2-trifluoro-phenylmethanesulfonylmethyl, 2-cyano-phenylmethanesulfonylmethyl, 4-*tert*-butyl-phenylmethanesulfonylmethyl, 2-fluoro-3-methyl-phenyl-methane-sulfonyl-methyl, 3-fluoro-phenylmethanesulfonylmethyl, 4-fluoro-phenylmethane-sulfonylmethyl, 2-chloro-phenylmethanesulfonylmethyl, 2,5-difluoro-phenylmethane-sulfonylmethyl, 2,6-difluoro-phenylmethanesulfonylmethyl, 2,5-dichloro-phenyl-methane-sulfonylmethyl, 3,4-dichloro-phenylmethanesulfonylmethyl, 2-(1,1-difluoro-methoxy)-phenyl-methanesulfonylmethyl, 2-cyano-phenyl-methane-sulfonyl-methyl, 3-cyano-phenylmethanesulfonylmethyl, 2-trifluoro-methoxy-phenyl-methane-sulfonylmethyl, 2,3-difluoro-phenylmethanesulfonylmethyl, 2,5-difluoro-phenyl-methanesulfonylmethyl, biphenyl-2-ylmethanesulfonylmethyl, cyclohexylmethyl, 3-fluoro-phenyl-methanesulfonylmethyl, 3,4-difluoro-phenyl-methanesulfonylmethyl, 2,4-difluoro-phenylmethanesulfonylmethyl, 2,4,6-trifluoro-phenylmethanesulfonylmethyl,

2,4,5-trifluoro-phenylmethanesulfonylmethyl, 2,3,4-trifluoro-phenylmethanesulfonylmethyl, 2,3,5-trifluoro-phenyl-methane-sulfonylmethyl, 2,5,6-trifluoro-phenylmethanesulfonylmethyl, 2-chloro-5-trifluoro-methylphenylmethanesulfonylmethyl, 2-methyl-propane-1-sulfonyl, 2-fluoro-3-trifluoro-methylphenylmethanesulfonylmethyl, 2-fluoro-4-trifluoro-methylphenylmethanesulfonylmethyl, 2-fluoro-5-trifluoro-methyl-phenyl-methane-sulfonyl-methyl, 4-fluoro-3-trifluoro-methylphenylmethanesulfonylmethyl, 2-methoxy-phenyl-methanesulfonylmethyl, 3,5-bis-trifluoromethyl-phenylmethanesulfonylmethyl, 4-difluoromethoxy-phenylmethanesulfonylmethyl, 2-difluoro-methoxy-phenyl-methanesulfonylmethyl, 3-difluoromethoxy-phenylmethanesulfonylmethyl, 2,6-dichloro-phenylmethanesulfonylmethyl, biphenyl-4-ylmethanesulfonylmethyl, 3,5-dimethyl-isoxazol-4-ylmethanesulfonylmethyl, 5-chloro-thien-2-yl-methane-sulfonylmethyl, 2-[4-(1,1-difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-[2-(1,1-difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-[3-(1,1-difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-(4-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-(3-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-(2-trifluoro-methoxy-benzene-sulfonyl)-ethyl, (cyanomethyl-methyl-carbamoyl)-methyl, biphenyl-3-ylmethyl, 2-oxo-2-pyrrolidin-1-yl-ethyl, 2-benzenesulfonyl-ethyl, isobutylsulfanylmethyl, 2-phenylsulfanyl-ethyl, cyclohexylmethanesulfonylmethyl, 2-cyclohexyl-ethanesulfonyl, benzyl, naphthalen-2-yl, benzylsulfanylmethyl, 2-trifluoromethyl-benzylsulfanylmethyl, phenylsulfanyl-ethyl, cyclopropyl-methanesulfonylmethyl, 5-bromo-thien-2-ylmethyl, 3-phenyl-propyl, 2,2-difluoro-3-phenyl-propyl, 3,4,5-trimethoxy-phenylmethanesulfonylmethyl, 2,2-difluoro-3-thien-2-yl-propyl, cyclohexylethyl, cyclohexylmethyl, *tert*-butylmethyl, 1-methylcyclohexylmethyl, 1-methylcyclopentylmethyl, 2,2-difluoro-3-phenylpropyl, 2,2-dimethyl-3-phenylpropyl, 1-benzylcyclopropylmethyl, $-X^5S(O)_2R^{13}$ and $-X^5S(O)_2R^{14}$, wherein $R^{13}$ is alkyl and $R^{14}$ is phenyl which phenyl is unsubstituted or substituted; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

10. A compound of Claim 9 in which:

$X^3$ is 1*H*-benzoimidazol-2-ylcarbonyl, pyrimidin-2-ylcarbonyl, benzooxazol-2-ylcarbonyl, benzothiazol-2-ylcarbonyl, pyridazin-3-ylcarbonyl,

3-phenyl-[1,2,4]oxadiazol-5-ylcarbonyl or 3-ethyl-[1,2,4]oxadiazol-5-ylcarbonyl, 2-oxo-2-pyrrolidin-1-yl-acetyl, 2-morpholin-4-yl-2-oxo-acetyl, 2-oxo-2-piperazin-1-yl-acetyl, 2-(4-methanesulfonyl-piperazin-1-yl)-2-oxo-acetyl, 2-(1,1-dioxo-1□$^6$-thiomorpholin-4-yl)-2-oxo-acetyl, dimethylaminooxalyl, tetrahydro-pyran-4-ylaminooxalyl, 2-morpholin-4-yl-ethylaminooxalyl, cyclopentyl-ethyl-aminooxalyl, pyridin-3-ylaminooxalyl, phenylaminooxalyl or 1-benzoyl-piperidin-4-ylaminooxalyl;

$X^2$ is selected from -OH, dimethylcarbamoyloxy, morpholin-4-ylcarbonyloxy, piperidin-1-yl-carbonyloxy, pyrrolidin-1-yl-carbonyloxy, pyrimidin-2-ylamino, tetrahydro-pyran-4-ylamino, 1-methyl-piperidin-4-ylamino, *N*-(2-methoxyethyl)-*N*-(tetrahydro-pyran-4-yl)amino, isopropylamino and cyclohexylamino;

$R^3$ is cyclohexylethyl, cyclohexylmethyl, *tert*-butylmethyl, 1-methylcyclohexylmethyl, 1-methylcyclopentylmethyl, 2,2-difluoro-3-phenylpropyl, 2,2-dimethyl-3-phenylpropyl, 1-benzylcyclopropylmethyl, $-X^5S(O)_2R^{13}$ or $-X^5S(O)_2R^{14}$, wherein $R^{13}$ is alkyl and $R^{14}$ is phenyl which phenyl is unsubstituted or substituted; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

11. The compound of Claim 3 in which:

$X^1$ is $-NHC(R^1)(R^2)X^3$ or $-NHCH(R^{19})C(O)R^{20}$, wherein $R^1$ is hydrogen or $(C_{1-6})$alkyl and $R^2$ is hydrogen, $(C_{1-6})$alkyl, $-X^5OR^{12}$, $-X^5S(O)R^{13}$, $-X^5OR^{14}$, $(C_{6-10})$aryl$(C_{0-6})$alkyl or hetero$(C_{5-10})$aryl$(C_{0-6})$alkyl or $R^1$ and $R^2$ taken together with the carbon atom to which both $R^1$ and $R^2$ are attached form $(C_{3-6})$cycloalkylene or $(C_{3-6})$heterocycloalkylene, wherein within said $R^2$ any heteroaryl, aryl, cycloalkylene or heterocycloalkylene is unsubstituted or substituted with $(C_{1-6})$alkyl or hydroxy, wherein $X^3$ is cyano, $-C(O)R^{16}$, $-C(R^6)(OR^6)_2$, $-CH{=}CHS(O)_2R^5$, $-CH_2C(O)R^{16}$, $-C(O)CF_2C(O)NR^5R^5$, $-C(O)C(O)NR^5R^6$, $-C(O)C(O)OR^5$, $-C(O)CH_2OR^5$, $-C(O)CH_2N(R^6)SO_2R^5$ or $-C(O)C(O)R^5$ and $R^{19}$ and $R^{20}$ together with the atoms to which $R^{19}$ and $R^{20}$ are attached form $(C_{4-8})$heterocycloalkylene, wherein no more than one of the ring member atoms comprising the ring is a heteroatom selected from $-NR^{21}$- or -O-, wherein the ring is unsubstituted or substituted with $(C_{1-6})$alkyl or $-X^5C(O)OR^{12}$ and $R^{21}$ is hydrogen, $(C_{1-6})$alkyl, $-X^5C(O)R^{12}$, $-X^5C(O)OR^{12}$, $-R^{14}$, $-X^5C(O)R^{14}$ or $-C(O)OR^{14}$;

$X^2$ is $-NHR^{15}$, wherein $R^{15}$ is $(C_{6-10})$aryl, hetero$(C_{5-10})$aryl, $(C_{9-10})$bicycloaryl or hetero$(C_{8-10})$bicycloaryl, or $-NR^{17}R^{18}$, wherein $R^{17}$ is hetero$(C_{3-10})$cycloalkyl and $R^{18}$ is hydrogen or $R^{17}$ and $R^{18}$ independently are $(C_{6-10})$aryl$(C_{1-6})$alkyl or

hetero($C_{5-10}$)aryl($C_{1-6}$)alkyl, wherein within $R^{15}$, $R^{17}$ and $R^{18}$ any alicyclic or aromatic ring system is unsubstituted or substituted further by 1 to 5 radicals independently selected from ($C_{1-6}$)alkyl, cyano, halo, nitro, halo-substituted($C_{1-4}$)alkyl, $-X^5OR^{12}$, $-X^5C(O)OR^{12}$, $-X^5C(O)R^{13}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5NR^{12}S(O)_2R^{12}$ and/or 1 radical selected from $-R^{14}$, $-X^5OR^{14}$ and $-X^5C(O)NR^{14}R^{12}$; and

$R^3$ is $-CH_2X^6$; wherein $X^6$ is is selected from $-X^5SR^{12}$, $-X^5C(O)NR^{12}R^{12}$, $-X^5S(O)_2R^{13}$, $-X^5C(O)R^{13}$, $-X^5OR^{12}$, $-X^5SR^{14}$, $-X^5R^{14}$, $-X^5S(O)_2R^{14}$, $-X^5C(O)R^{14}$, $-X^5C(O)NR^{14}R^{12}$; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

12. The compound of Claim 11 in which:

$X^3$ is cyano, $-C(O)X^4$, -C(O)H, $-C(O)N(CH_3)OCH_3$, $-CH(OCH_3)_2$, $-C(O)CF_3$, $-C(O)CF_2CF_3$, $-CH_2C(O)R^{16}$, (E)-2-benzenesulfonyl-vinyl, 2-dimethylcarbamoyl-2,2-difluoro-acetyl, 2-oxo-2-pyrrolidin-1-yl-acetyl, 2-morpholin-4-yl-2-oxo-acetyl, 2-oxo-2-piperazin-1-yl-acetyl, 2-(4-methanesulfonyl-piperazin-1-yl)-2-oxo-acetyl, 2-(1,1-dioxo-1□$^6$-thiomorpholin-4-yl)-2-oxo-acetyl, dimethylaminooxalyl, tetrahydro-pyran-4-ylaminooxalyl, 2-morpholin-4-yl-ethylaminooxalyl, cyclopentyl-ethyl-aminooxalyl, pyridin-3-ylaminooxalyl, phenylaminooxalyl, 1-benzoyl-piperidin-4-ylaminooxalyl, 1-benzylcarbamoyl-methanoyl, 1-benzyloxy(oxalyl), 2-benzyloxy-acetyl, 2-benzenesulfonylamino-ethanoyl, 2-oxo-2-phenyl-ethanoyl, 3*H*-oxazole-2-carbonyl, 5-trifluoromethyl-oxazole-2-carbonyl, 3-trifluoromethyl-[1,2,4]oxadiazole-5-carbonyl, 2,2,3,3,3-pentafluoro-propionyl, hydroxyaminooxalyl, oxalyl, 2-(1,3-dihydro-isoindol-2-yl)-2-oxo-acetyl, benzothiazol-2-ylaminooxalyl, 2-oxo-ethyl, 2-oxazol-2-yl-2-oxo-ethyl or 2-benzooxazol-2-yl-2-oxo-ethyl;

$X^2$ is selected from 5-nitrothiazol-2-ylamino, 2-nitrophenylamino, pyrimidin-2-ylamino, tetrahydro-pyran-4-ylamino, *N*-(2-methoxyethyl)-*N*-(tetrahydro-pyran-4-yl)amino, 1-methyl-piperidin-4-ylamino, isopropylamino, di(thien-2-ylmethyl)amino or di(benzyl)amino; and

$R^3$ is thiophene-2-sulfonyl-methyl, 3-chloro-2-fluoro-phenyl-methane-sulfonyl-methyl, benzene-sulfonyl-methyl, phenyl-methane-sulfonyl-methyl, 2-(1,1-difluoro-methoxy)-phenyl-methane-sulfonyl-methyl, 2-benzene-sulfonyl-ethyl, 2-(pyridine-2-sulfonyl)-ethyl,

2-(pyridine-4-sulfonyl)-ethyl, 2-phenyl-methanesulfonyl-ethyl, oxy-pyridin-2-yl-methane-sulfonyl-methyl, prop-2-ene-1-sulfonyl-methyl, 4-methoxy-phenyl-methane-sulfonyl-methyl, *p*-tolyl-methane-sulfonyl-methyl, 4-chloro-phenyl-methane-sulfonyl-methyl, *o*-tolyl-methane-sulfonyl-methyl, 3,5-dimethyl-phenyl-methane-sulfonyl-methyl, 4-trifluoro-methyl-phenyl-methane-sulfonyl-methyl, 4-trifluoro-methoxy-phenyl-methane-sulfonyl-methyl, 2-bromo-phenyl-methane-sulfonyl-methyl, pyridin-2-yl-methane-sulfonyl-methyl, pyridin-3-yl-methane-sulfonyl-methyl, pyridin-4-yl-methane-sulfonyl-methyl, naphthalen-2-yl-methane-sulfonyl-methyl, 3-methyl-phenyl-methane-sulfonyl-methyl, 3-trifluoro-methyl-phenyl-methane-sulfonyl-methyl, 3-trifluoro-methoxy-phenyl-methane-sulfonyl-methyl, 4-fluoro-2-trifluoromethoxy-phenyl-methane-sulfonylmethyl, 2-fluoro-6-trifluoromethyl-phenylmethanesulfonylmethyl, 3-chloro-phenylmethanesulfonylmethyl, 2-fluoro-phenylmethanesulfonylmethyl, 2-trifluoro-phenylmethanesulfonylmethyl, 2-cyano-phenylmethanesulfonylmethyl, 4-*tert*-butyl-phenylmethanesulfonylmethyl, 2-fluoro-3-methyl-phenyl-methane-sulfonyl-methyl, 3-fluoro-phenylmethanesulfonylmethyl, 4-fluoro-phenylmethane-sulfonylmethyl, 2-chloro-phenylmethanesulfonylmethyl, 2,5-difluoro-phenylmethane-sulfonylmethyl, 2,6-difluoro-phenylmethanesulfonylmethyl, 2,5-dichloro-phenyl-methane-sulfonylmethyl, 3,4-dichloro-phenylmethanesulfonylmethyl, 2-(1,1-difluoro-methoxy)-phenyl-methanesulfonylmethyl, 2-cyano-phenyl-methane-sulfonyl-methyl, 3-cyano-phenylmethanesulfonylmethyl, 2-trifluoro-methoxy-phenyl-methane-sulfonylmethyl, 2,3-difluoro-phenylmethanesulfonylmethyl, 2,5-difluoro-phenyl-methanesulfonylmethyl, biphenyl-2-ylmethanesulfonylmethyl, cyclohexylmethyl, 3-fluoro-phenyl-methanesulfonylmethyl, 3,4-difluoro-phenyl-methanesulfonylmethyl, 2,4-difluoro-phenylmethanesulfonylmethyl, 2,4,6-trifluoro-phenylmethanesulfonylmethyl, 2,4,5-trifluoro-phenylmethanesulfonylmethyl, 2,3,4-trifluoro-phenylmethanesulfonylmethyl, 2,3,5-trifluoro-phenyl-methane-sulfonylmethyl, 2,5,6-trifluoro-phenylmethanesulfonylmethyl, 2-chloro-5-trifluoro-methylphenylmethanesulfonylmethyl, 2-methyl-propane-1-sulfonyl, 2-fluoro-3-trifluoro-methylphenylmethanesulfonylmethyl, 2-fluoro-4-trifluoro-methylphenylmethanesulfonylmethyl, 2-fluoro-5-trifluoro-methyl-phenyl-methane-sulfonyl-methyl, 4-fluoro-3-trifluoro-methylphenylmethanesulfonylmethyl, 2-methoxy-phenyl-methanesulfonylmethyl, 3,5-bis-trifluoromethyl-phenylmethanesulfonylmethyl, 4-difluoromethoxy-phenylmethanesulfonylmethyl, 2-difluoro-methoxy-phenyl-methanesulfonylmethyl, 3-difluoromethoxy-phenylmethanesulfonylmethyl, 2,6-dichloro-

phenylmethanesulfonylmethyl, biphenyl-4-ylmethanesulfonylmethyl, 3,5-dimethyl-isoxazol-4-ylmethanesulfonylmethyl, 5-chloro-thien-2-yl-methane-sulfonylmethyl, 2-[4-(1,1-difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-[2-(1,1-difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-[3-(1,1-difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-(4-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-(3-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-(2-trifluoro-methoxy-benzene-sulfonyl)-ethyl, (cyanomethyl-methyl-carbamoyl)-methyl, biphenyl-3-ylmethyl, 2-oxo-2-pyrrolidin-1-yl-ethyl, 2-benzenesulfonyl-ethyl, isobutylsulfanylmethyl, 2-phenylsulfanyl-ethyl, cyclohexylmethanesulfonylmethyl, 2-cyclohexyl-ethanesulfonyl, benzyl, naphthalen-2-yl, benzylsulfanylmethyl, 2-trifluoromethyl-benzylsulfanylmethyl, phenylsulfanyl-ethyl, cyclopropyl-methanesulfonylmethyl, 5-bromo-thien-2-ylmethyl, 3-phenyl-propyl, 2,2-difluoro-3-phenyl-propyl, 3,4,5-trimethoxy-phenylmethanesulfonylmethyl, 2,2-difluoro-3-thien-2-yl-propyl, cyclohexylethyl, cyclohexylmethyl, *tert*-butylmethyl, 1-methylcyclohexylmethyl, 1-methylcyclopentylmethyl, 2,2-difluoro-3-phenylpropyl, 2,2-dimethyl-3-phenylpropyl, 1-benzylcyclopropylmethyl, $-X^5S(O)_2R^{13}$ and $-X^5S(O)_2R^{14}$, wherein $R^{13}$ is alkyl and $R^{14}$ is phenyl which phenyl is unsubstituted or substituted; and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

13. A compound of Claim 12 in which:

$X^3$ is 1*H*-benzoimidazol-2-ylcarbonyl, pyrimidin-2-ylcarbonyl, benzooxazol-2-ylcarbonyl, benzothiazol-2-ylcarbonyl, pyridazin-3-ylcarbonyl, 3-phenyl-[1,2,4]oxadiazol-5-ylcarbonyl or 3-ethyl-[1,2,4]oxadiazol-5-ylcarbonyl, 2-oxo-2-pyrrolidin-1-yl-acetyl, 2-morpholin-4-yl-2-oxo-acetyl, 2-oxo-2-piperazin-1-yl-acetyl, 2-(4-methanesulfonyl-piperazin-1-yl)-2-oxo-acetyl, 2-(1,1-dioxo-1□$^6$-thiomorpholin-4-yl)-2-oxo-acetyl, dimethylaminooxalyl, tetrahydro-pyran-4-ylaminooxalyl, 2-morpholin-4-yl-ethylaminooxalyl, cyclopentyl-ethyl-aminooxalyl, pyridin-3-ylaminooxalyl, phenylaminooxalyl or 1-benzoyl-piperidin-4-ylaminooxalyl;

$X^2$ is selected from -OH, dimethylcarbamoyloxy, morpholin-4-ylcarbonyloxy, piperidin-1-yl-carbonyloxy, pyrrolidin-1-yl-carbonyloxy, pyrimidin-2-ylamino, tetrahydro-pyran-4-ylamino, 1-methyl-piperidin-4-ylamino, *N*-(2-methoxyethyl)-*N*-(tetrahydro-

pyran-4-yl)amino, isopropylamino and cyclohexylamino;

$R^3$ is cyclohexylethyl, cyclohexylmethyl, *tert*-butylmethyl, 1-methylcyclohexylmethyl, 1-methylcyclopentylmethyl, 2,2-difluoro-3-phenylpropyl, 2,2-dimethyl-3-phenylpropyl, 1-benzylcyclopropylmethyl, $-X^5S(O)_2R^{13}$ or $-X^5S(O)_2R^{14}$, wherein $R^{13}$ is alkyl and $R^{14}$ is phenyl which phenyl is unsubstituted or substituted; and the pharmaceutically acceptable salts and solvates of such compounds and the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

14. A compound of Claim 1 selected from the group consisting of:

(*R*)-*N*-cyanomethyl-2-hydroxy-3-phenylmethanesulfonyl-propionamide;

(*R*)-*N*-(1-cyano-1-thiophen-2-yl-methyl)-2-hydroxy-3-phenylmethanesulfonyl-propionamide;

(*R*)-*N*-(1-cyano-1-thiophen-2-yl-methyl)-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-2-hydroxy-propionamide;

(*R*)-*N*-cyanomethyl-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-2-hydroxy-propionamide;

morpholine-4-carboxylic acid (*R*)-1-(cyanomethyl-carbamoyl)-2-phenylmethanesulfonyl-ethyl ester;

morpholine-4-carboxylic acid (R)-1-(cyanomethyl-carbamoyl)-2-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-ethyl ester;

(R)-(2-methoxy-ethyl)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-phenylmethanesulfonyl-ethyl ester;

(S)-diethyl-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-pyrrolidine-1-carboxylic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-morpholine-4-carboxylic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-4-Ethyl-piperazine-1-carboxylic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-2-hydroxymethyl-pyrrolidine-1-carboxylic acid (S)-1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-(2,2,2-Trifluoro-ethyl)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-(2-hydroxyethyl)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(Tetrahydrofuran-2-ylmethyl)-carbamic acid (S)-1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-Azetidine-1-carboxylic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;
(S)-cyclopropyl-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;
(S)-piperidine-1-carboxylic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;
(S)-(2-methoxy-ethyl)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;
(R)-3-hydroxy-pyrrolidine-1-carboxylic acid (S)-1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;
(S)-3-hydroxy-pyrrolidine-1-carboxylic acid (S)-1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;
(S)-morpholine-4-carboxylic acid 1-(cyanomethyl-carbamoyl)-3-cyclohexyl-propyl ester;
morpholine-4-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;
morpholine-4-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-ethyl ester;
morpholine-4-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzothiazol-2-yl-methanoyl)-propylcarbamoyl]-2-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-ethyl ester;
pyrrolidine-1-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;
dimethyl-carbamic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;
morpholine-4-carboxylic acid (R)-1-[(S)-1-(1-benzylcarbamoyl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;
morpholine-4-carboxylic acid (S)-1-[(S)-1-(oxazolo[4,5-b]pyridine-2-carbonyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;
morpholine-4-carboxylic acid (S)-1-[(S)-1-(5-ethyl-[1,3,4]oxadiazole-2-carbonyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;
(S)-2-{(R)-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-2-hydroxy-propanoylamino}-*N*-methoxy-*N*-methyl-butyramide;
(R)-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-*N*-((S)-1-formyl-propyl)-2-hydroxy-propionamide;
(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-2-hydroxy-3-phenyl-methanesulfonyl-propionamide;
(S)-3-{3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-propanoylamino}-2-oxo-pentanoic acid benzylamide;

*N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-propionamide;

*N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-3-phenyl-propyl]-3-*p*-tolylmethanesulfonyl-propionamide;

3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-(1-ethyl-2,3-dioxo-3-pyrrolidin-1-yl-propyl)-propionamide;

3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-(1-ethyl-3-morpholin-4-yl-2,3-dioxo-propyl)-propionamide;

3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-(1-ethyl-2,3-dioxo-3-piperazin-1-yl-propyl)-propionamide;

3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-[3-(1,1-dioxo-116-thiomorpholin-4-yl)-1-ethyl-2,3-dioxo-propyl]-propionamide;

3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-[1-ethyl-3-(4-methyl-sulfonyl-piperazin-1-yl)-2,3-dioxo-propyl]-propionamide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid dimethylamide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid cyclopentyl-ethyl-amide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid phenylamide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid pyridin-3-ylamide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid (tetrahydro-pyran-4-yl)-amide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid (1-benzoyl-piperidin-4-yl)-amide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid (2-morpholin-4-yl-ethyl)-amide;

(R)-*N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-2-(2-nitro-phenylamino)-3-phenylmethanesulfonyl-propionamide;

*N*-[1-(benzooxazole-2-carbonyl)-propyl]-3-phenylmethanesulfonyl-2-(pyrimidin-2-ylamino)-propionamide.

(R)-*N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-butyl]-2-(5-nitro-thiazol-2-ylamino)-3-phenylmethanesulfonyl-propionamide;

(2S) (4,4-difluoro-2-hydroxy-5-phenyl-pentanoic acid (1(S)-cyano-3-phenyl-propyl)-amide;

N-(1(S)-cyano-3-phenyl-propyl)-2-(S)-(2-morpholin-4-yl-2-oxo-ethoxy)-4-phenyl-butyramide;

N-(1-(S)-cyano-3-phenyl-propyl)-2-(S)-fluoro-4-phenyl-butyramide;

N-(1-(S)-cyano-3-phenyl-propyl)-2,2-difluoro-4-phenyl-butyramide;

N-(1-(S)-cyano-3-phenyl-propyl)-2-(S)-hydroxy-4-phenyl-butyramide;

N-(1-(S)-cyano-3-phenyl-propyl)-2-(R)-hydroxy-4-phenyl-butyramide;

N-(1-(S)-cyano-3-phenyl-propyl)-2-(R)-methoxy-4-phenyl-butyramide;

2,2-difluoro-5-phenyl-pentanoic acid (1-cyano-cyclopropyl)-amide;

N-(1-(S)-cyano-3-phenyl-propyl)-4-phenyl-butyramide;

2,2-difluoro-5-phenyl-pentanoic acid ((S)-1-cyano-3-phenyl-propyl)-amide;

*N*-(4-cyano-1-ethyl-piperidin-4-yl)-3-cyclohexyl-propionamide;

*N*-(4-cyano-1-ethyl-piperidin-4-yl)-3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionamide;

(S)-tert-butyl-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(R)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-(2-difluoromethoxy-phenylmethanesulfonyl)-ethyl ester;

(S)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(R)-morpholine-4-carboxylic acid 1-(1-cyano-cyclopropylcarbamoyl)-2-phenylmethanesulfonyl-ethyl ester;

(R)-morpholine-4-carboxylic acid 1-(4-cyano-tetrahydro-pyran-4-ylcarbamoyl)-2-phenylmethanesulfonyl-ethyl ester;

3-cyclohexyl-2-hydroxy-*N*-[1-(oxazolo[4,5-*b*]pyridine-2-carbonyl)-propyl]-propionamide;

(R)-N-[1-(benzothiazole-2-carbonyl)-butyl]-2-isopropylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazole-2-carbonyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[1-(benzothiazole-2-carbonyl)-butyl]-2-dibenzylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazole-2-carbonyl)-butyl]-2-dimethylamino-3-phenylmethanesulfonyl-

propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-(1-methyl-piperidin-4-ylamino)-3-phenylmethanesulfonyl-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-(bis-thiophen-2-ylmethyl-amino)-3-phenylmethanesulfonyl-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-dibenzylamino-3-phenylmethanesulfonyl-propionamide;
(S)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-(tetrahydro-pyran-4-ylamino)-3-thiophen-2-yl-propionamide;
(S)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-isopropylamino-3-thiophen-2-yl-propionamide;
(R)-N-[1-(benzothiazole-2-carbonyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-isopropylamino-3-phenylmethanesulfonyl-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-[(2-methoxy-ethyl)-(tetrahydro-pyran-4-yl)-amino]-3-phenylmethanesulfonyl-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-cyclohexylamino-3-phenylmethanesulfonyl-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-dimethylamino-3-phenylmethanesulfonyl-propionamide;
(1S)-N-[1-(benzooxazole-2-carbonyl)-butyl]-2-(S)-fluoro-4-phenyl-butyramide;
2,2-difluoro-5-phenyl-pentanoic acid [(S)-1-(benzoxazole-2-carbonyl)-butyl]-amide;
morpholine-4-carboxylic acid (S)-1-[(S)-1-(benzooxazole-2-carbonyl)-propylcarbamoyl]-2-cyclohexyl-ethyl ester;
morpholine-4-carboxylic acid (S)-2-cyclohexyl-1-[(S)-1-(oxazolo[4,5-b]pyridine-2-carbonyl)-propylcarbamoyl]-ethyl ester;
morpholine-4-carboxylic acid (S)-2-cyclohexyl-1-[(S)-1-(5-ethyl-[1,3,4]oxadiazole-2-carbonyl)-propylcarbamoyl]-ethyl ester;

morpholine-4-carboxylic acid (S)-2-cyclohexyl-1-[(S)-1-(5-phenyl-[1,3,4]oxadiazole-2-carbonyl)-propylcarbamoyl]-ethyl ester;

morpholine-4-carboxylic acid (S)-1-[(S)-1-(benzooxazole-2-carbonyl)-propylcarbamoyl]-3-cyclohexyl-propyl ester;

4-[4,4-dimethyl-2-(morpholine-4-carbonyloxy)-pentanoylamino]-3-oxo-azepane-1-carboxylic acid benzyl ester;

(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-3-cyclopropylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[1-(benzoxazole-2-carbonyl)-butyl]-2-cyclohexylamino-3-cyclopropylmethanesulfonyl-propionamide;

(R)-N-[1-(benzoxazole-2-carbonyl)-butyl]-2-cycloheptylamino-3-cyclopropylmethanesulfonyl-propionamide;

(R)-3-phenylmethanesulfonyl-N-[(S)-3-phenyl-1-(thiazole-2-carbonyl)-propyl]-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-3-phenyl-propyl]-3-cyclopropylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-3-cyclopropylmethanesulfonyl-N-[1-(5-ethyl-1,2,4-oxadiazole-3-carbonyl)-propyl]-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-3-phenylmethanesulfonyl-N-[1-(3-phenyl-1,2,4-oxadiazole-5-carbonyl)-propyl]-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[1-(3-cyclopropyl-1,2,4-oxadiazole-5-carbonyl)-propyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

{(R)-1-[1-(benzothiazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(S)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-thiophen-2-yl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[1-(benzothiazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-cyclopropylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

(R)-1-{1-[hydroxy-(3-phenyl-1,2,4-oxadiazol-5-yl)-methyl]-propylcarbamoyl}-2-phenylmethanesulfonyl-ethyl)-carbamic acid tert-butyl ester;

((R)-2-cyclopropylmethanesulfonyl-1-{(S)-1-[(5-ethyl-1,2,4-oxadiazol-3-yl)-hydroxy-methyl]-propylcarbamoyl}-ethyl)-carbamic acid tert-butyl ester;

{(R)-1-[1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-3-phenyl-propylcarbamoyl]-2-cyclopropylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(hydroxy-thiazol-2-yl-methyl)-3-phenyl-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-cyclopropylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

(R)-1-{1-[hydroxy-(3-phenyl-1,2,4-oxadiazol-5-yl)-methyl]-propylcarbamoyl}-2-phenylmethanesulfonyl-ethyl)-carbamic acid tert-butyl ester;

((R)-2-cyclopropylmethanesulfonyl-1-{(S)-1-[(5-ethyl-1,2,4-oxadiazol-3-yl)-hydroxy-methyl]-propylcarbamoyl}-ethyl)-carbamic acid tert-butyl ester;

{(R)-1-[1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-3-phenyl-propylcarbamoyl]-2-cyclopropylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(hydroxy-thiazol-2-yl-methyl)-3-phenyl-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

(R)-2-phenylmethanesulfonyl-1-{(S)-1-[(3-cyclopropyl-1,2,4-oxadiazol-5-yl)-hydroxy-methyl]-propylcarbamoyl}-ethyl)-carbamic acid tert-butyl ester;

(R)-N-[1-(Benzoxazole-2-carbonyl)-butyl]-2-[cyclopropylmethyl-(tetrahydro-pyran-4-ylmethyl)-amino]-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazol-2-yl-hydroxy-methyl)-butyl]-2-dibenzylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazol-2-yl-hydroxy-methyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[1-(benzothiazol-2-yl-hydroxy-methyl)-butyl]-2-isopropylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazol-2-yl-hydroxy-methyl)-butyl]-2-dimethylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-(1-methyl-piperidin-4-ylamino)-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-(bis-thiophen-2-ylmethyl-amino)-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-dibenzylamino-3-phenylmethanesulfonyl-propionamide;

(S)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-(tetrahydro-pyran-4-ylamino)-3-thiophen-2-yl-propionamide;

S)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-isopropylamino-3-thiophen-2-yl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-isopropylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazol-2-yl-hydroxy-methyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-[(2-methoxy-ethyl)-(tetrahydro-pyran-4-yl)-amino]-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-cyclohexylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-dimethylamino-3-phenylmethanesulfonyl-propionamide;

*N*-cyanomethyl-3-cyclohexyl-propionamide;

*N*-cyanomethyl-3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionamide;

3-(3-cyclohexyl-propionylamino)-2-oxo-5-phenyl-pentanoic acid thiazol-2-ylamide;

3-cyclohexyl-*N*-(1-formyl-3-phenyl-propyl)-propionamide;
3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-[(S)-1-(5-ethyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-propionamide;
*N*-[(S)-1-(benzooxazole-2-carbonyl)-propyl]-2-(2-cyano-phenylamino)-3-cyclohexyl-propionamide;
*N*-Cyanomethyl-3-cyclohexyl-2-(4-methoxy-phenoxy)-propionamide;
2-benzyloxy-*N*-cyanomethyl-3-cyclohexyl-propionamide;
(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-butyl]-2-benzyloxy-3-phenylmethanesulfonyl-propionamide;
(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-2-methoxymethoxy-3-phenylmethanesulfonyl-propionamide;
(*S*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-butyl]-2-hydroxy-3-phenyl-propionamide;
(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-3-phenylmethanesulfonyl-2-triisopropylsilanyloxy-propionamide;
(*R*)-*N*-[(*S*)-1-(1-benzothiazol-2-yl-methanoyl)-propyl]-2-hydroxy-3-phenylmethanesulfonyl-propionamide;
(*R*)-2-hydroxy-3-phenylmethanesulfonyl-*N*-[(S)-1-(1-pyridazin-3-yl-methanoyl)-butyl]-propionamide;
(*S*)-3-((*R*)-2-hydroxy-3-phenylmethanesulfonyl-propanoylamino)-2-oxo-pentanoic acid benzylamide;
(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-2-hydroxy-propionamide;
(*R*)-*N*-[(*S*)-1-(1-benzothiazol-2-yl-methanoyl)-propyl]-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-2-hydroxy-propionamide;
(2R,5S)-2-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonylmethyl]-6-ethoxy-5-ethyl-morpholin-3-one; and their corresponding N-oxides, and their prodrugs, and their protected derivatives, individual isomers and mixtures of isomers thereof; and the pharmaceutically acceptable salts and solvates (e.g. hydrates) of such compounds and their N-oxides and their prodrugs, and their protected derivatives, individual isomers and mixtures of isomers thereof.

15. A compound of claim 14 selected from the group consisting of:
(*R*)-*N*-cyanomethyl-2-hydroxy-3-phenylmethanesulfonyl-propionamide;
(*R*)-*N*-(1-cyano-1-thiophen-2-yl-methyl)-2-hydroxy-3-phenylmethanesulfonyl-propionamide;

(*R*)-*N*-(1-cyano-1-thiophen-2-yl-methyl)-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-2-hydroxy-propionamide;

(*R*)-*N*-cyanomethyl-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-2-hydroxy-propionamide;

morpholine-4-carboxylic acid (*R*)-1-(cyanomethyl-carbamoyl)-2-phenylmethanesulfonyl-ethyl ester;

morpholine-4-carboxylic acid (R)-1-(cyanomethyl-carbamoyl)-2-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-ethyl ester;

(R)-(2-methoxy-ethyl)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-phenylmethanesulfonyl-ethyl ester;

(S)-diethyl-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-pyrrolidine-1-carboxylic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-morpholine-4-carboxylic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-4-Ethyl-piperazine-1-carboxylic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-2-hydroxymethyl-pyrrolidine-1-carboxylic acid (S)-1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-(2,2,2-Trifluoro-ethyl)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-(2-hydroxyethyl)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(Tetrahydrofuran-2-ylmethyl)-carbamic acid (S)-1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-Azetidine-1-carboxylic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-cyclopropyl-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-piperidine-1-carboxylic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-(2-methoxy-ethyl)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(R)-3-hydroxy-pyrrolidine-1-carboxylic acid (S)-1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-3-hydroxy-pyrrolidine-1-carboxylic acid (S)-1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(S)-morpholine-4-carboxylic acid 1-(cyanomethyl-carbamoyl)-3-cyclohexyl-propyl ester;

morpholine-4-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;

morpholine-4-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-ethyl ester;
morpholine-4-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzothiazol-2-yl-methanoyl)-propylcarbamoyl]-2-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-ethyl ester;
pyrrolidine-1-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;
dimethyl-carbamic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;
morpholine-4-carboxylic acid (R)-1-[(S)-1-(1-benzylcarbamoyl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;
morpholine-4-carboxylic acid (S)-1-[(S)-1-(oxazolo[4,5-b]pyridine-2-carbonyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;
morpholine-4-carboxylic acid (S)-1-[(S)-1-(5-ethyl-[1,3,4]oxadiazole-2-carbonyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;
(S)-2-{(R)-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-2-hydroxy-propanoylamino}-*N*-methoxy-*N*-methyl-butyramide;
(R)-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-*N*-((S)-1-formyl-propyl)-2-hydroxy-propionamide;
(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-2-hydroxy-3-phenyl-methanesulfonyl-propionamide;
(S)-3-{3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-propanoylamino}-2-oxo-pentanoic acid benzylamide;
*N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-propionamide;
*N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-3-phenyl-propyl]-3-*p*-tolylmethanesulfonyl-propionamide;
3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-(1-ethyl-2,3-dioxo-3-pyrrolidin-1-yl-propyl)-propionamide;
3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-(1-ethyl-3-morpholin-4-yl-2,3-dioxo-propyl)-propionamide;
3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-(1-ethyl-2,3-dioxo-3-piperazin-1-yl-propyl)-propionamide;
3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-[3-(1,1-dioxo-1l6-thiomorpholin-4-yl)-1-

ethyl-2,3-dioxo-propyl]-propionamide;

3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-[1-ethyl-3-(4-methyl-sulfonyl-piperazin-1-yl)-2,3-dioxo-propyl]-propionamide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid dimethylamide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid cyclopentyl-ethyl-amide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid phenylamide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid pyridin-3-ylamide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid (tetrahydro-pyran-4-yl)-amide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid (1-benzoyl-piperidin-4-yl)-amide;

3-[3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionylamino]-2-oxo-pentanoic acid (2-morpholin-4-yl-ethyl)-amide;

(R)-*N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-2-(2-nitro-phenylamino)-3-phenylmethanesulfonyl-propionamide;

*N*-[1-(benzooxazole-2-carbonyl)-propyl]-3-phenylmethanesulfonyl-2-(pyrimidin-2-ylamino)-propionamide.

(R)-*N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-butyl]-2-(5-nitro-thiazol-2-ylamino)-3-phenylmethanesulfonyl-propionamide;

(2S) (4,4-difluoro-2-hydroxy-5-phenyl-pentanoic acid (1(S)-cyano-3-phenyl-propyl)-amide;

N-(1(S)-cyano-3-phenyl-propyl)-2-(S)-(2-morpholin-4-yl-2-oxo-ethoxy)-4-phenyl-butyramide;

N-(1-(S)-cyano-3-phenyl-propyl)-2-(S)-fluoro-4-phenyl-butyramide;

N-(1-(S)-cyano-3-phenyl-propyl)-2,2-difluoro-4-phenyl-butyramide;

N-(1-(S)-cyano-3-phenyl-propyl)-2-(S)-hydroxy-4-phenyl-butyramide;

N-(1-(S)-cyano-3-phenyl-propyl)-2-(R)-hydroxy-4-phenyl-butyramide;

N-(1-(S)-cyano-3-phenyl-propyl)-2-(R)-methoxy-4-phenyl-butyramide;

2,2-difluoro-5-phenyl-pentanoic acid (1-cyano-cyclopropyl)-amide;

N-(1-(S)-cyano-3-phenyl-propyl)-4-phenyl-butyramide;

2,2-difluoro-5-phenyl-pentanoic acid ((S)-1-cyano-3-phenyl-propyl)-amide;

*N*-(4-cyano-1-ethyl-piperidin-4-yl)-3-cyclohexyl-propionamide;

*N*-(4-cyano-1-ethyl-piperidin-4-yl)-3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionamide;

(S)-tert-butyl-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(R)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-(2-difluoromethoxy-phenylmethanesulfonyl)-ethyl ester;

(S)-carbamic acid 1-(cyanomethyl-carbamoyl)-2-cyclohexyl-ethyl ester;

(R)-morpholine-4-carboxylic acid 1-(1-cyano-cyclopropylcarbamoyl)-2-phenylmethanesulfonyl-ethyl ester;

(R)-morpholine-4-carboxylic acid 1-(4-cyano-tetrahydro-pyran-4-ylcarbamoyl)-2-phenylmethanesulfonyl-ethyl ester;

3-cyclohexyl-2-hydroxy-*N*-[1-(oxazolo[4,5-*b*]pyridine-2-carbonyl)-propyl]-propionamide;

(R)-N-[1-(benzothiazole-2-carbonyl)-butyl]-2-isopropylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazole-2-carbonyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[1-(benzothiazole-2-carbonyl)-butyl]-2-dibenzylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazole-2-carbonyl)-butyl]-2-dimethylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-(1-methyl-piperidin-4-ylamino)-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-(bis-thiophen-2-ylmethyl-amino)-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-dibenzylamino-3-phenylmethanesulfonyl-

propionamide;
(S)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-(tetrahydro-pyran-4-ylamino)-3-thiophen-2-yl-propionamide;
(S)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-isopropylamino-3-thiophen-2-yl-propionamide;
(R)-N-[1-(benzothiazole-2-carbonyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-isopropylamino-3-phenylmethanesulfonyl-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-[(2-methoxy-ethyl)-(tetrahydro-pyran-4-yl)-amino]-3-phenylmethanesulfonyl-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-cyclohexylamino-3-phenylmethanesulfonyl-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-dimethylamino-3-phenylmethanesulfonyl-propionamide;
(1S)-N-[1-(benzooxazole-2-carbonyl)-butyl]-2-(S)-fluoro-4-phenyl-butyramide;
2,2-difluoro-5-phenyl-pentanoic acid [(S)-1-(benzoxazole-2-carbonyl)-butyl]-amide;
morpholine-4-carboxylic acid (S)-1-[(S)-1-(benzooxazole-2-carbonyl)-propylcarbamoyl]-2-cyclohexyl-ethyl ester;
morpholine-4-carboxylic acid (S)-2-cyclohexyl-1-[(S)-1-(oxazolo[4,5-b]pyridine-2-carbonyl)-propylcarbamoyl]-ethyl ester;
morpholine-4-carboxylic acid (S)-2-cyclohexyl-1-[(S)-1-(5-ethyl-[1,3,4]oxadiazole-2-carbonyl)-propylcarbamoyl]-ethyl ester;
morpholine-4-carboxylic acid (S)-2-cyclohexyl-1-[(S)-1-(5-phenyl-[1,3,4]oxadiazole-2-carbonyl)-propylcarbamoyl]-ethyl ester;
morpholine-4-carboxylic acid (S)-1-[(S)-1-(benzooxazole-2-carbonyl)-propylcarbamoyl]-3-cyclohexyl-propyl ester;
4-[4,4-dimethyl-2-(morpholine-4-carbonyloxy)-pentanoylamino]-3-oxo-azepane-1-carboxylic acid benzyl ester;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-3-cyclopropylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[1-(benzoxazole-2-carbonyl)-butyl]-2-cyclohexylamino-3-cyclopropylmethanesulfonyl-propionamide;
(R)-N-[1-(benzoxazole-2-carbonyl)-butyl]-2-cycloheptylamino-3-cyclopropylmethanesulfonyl-propionamide;
(R)-3-phenylmethanesulfonyl-N-[(S)-3-phenyl-1-(thiazole-2-carbonyl)-propyl]-2-(tetrahydro-pyran-4-ylamino)-propionamide;
(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-3-phenyl-propyl]-3-cyclopropylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;
(R)-3-cyclopropylmethanesulfonyl-N-[1-(5-ethyl-1,2,4-oxadiazole-3-carbonyl)-propyl]-2-(tetrahydro-pyran-4-ylamino)-propionamide;
(R)-3-phenylmethanesulfonyl-N-[1-(3-phenyl-1,2,4-oxadiazole-5-carbonyl)-propyl]-2-(tetrahydro-pyran-4-ylamino)-propionamide;
(R)-N-[1-(3-cyclopropyl-1,2,4-oxadiazole-5-carbonyl)-propyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;
{(R)-1-[1-(benzothiazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;
{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;
{(S)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-thiophen-2-yl-ethyl}-carbamic acid tert-butyl ester;
{(R)-1-[1-(benzothiazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;
{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;
{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-cyclopropylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;
(R)-1-{1-[hydroxy-(3-phenyl-1,2,4-oxadiazol-5-yl)-methyl]-propylcarbamoyl}-2-phenylmethanesulfonyl-ethyl)-carbamic acid tert-butyl ester;
((R)-2-cyclopropylmethanesulfonyl-1-{(S)-1-[(5-ethyl-1,2,4-oxadiazol-3-yl)-hydroxy-methyl]-propylcarbamoyl}-ethyl)-carbamic acid tert-butyl ester;
{(R)-1-[1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-3-phenyl-propylcarbamoyl]-2-cyclopropylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(hydroxy-thiazol-2-yl-methyl)-3-phenyl-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-cyclopropylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

(R)-1-{1-[hydroxy-(3-phenyl-1,2,4-oxadiazol-5-yl)-methyl]-propylcarbamoyl}-2-phenylmethanesulfonyl-ethyl)-carbamic acid tert-butyl ester;

((R)-2-cyclopropylmethanesulfonyl-1-{(S)-1-[(5-ethyl-1,2,4-oxadiazol-3-yl)-hydroxy-methyl]-propylcarbamoyl}-ethyl)-carbamic acid tert-butyl ester;

{(R)-1-[1-(benzoxazol-2-yl-hydroxy-methyl)-butylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-3-phenyl-propylcarbamoyl]-2-cyclopropylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

{(R)-1-[(S)-1-(hydroxy-thiazol-2-yl-methyl)-3-phenyl-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl}-carbamic acid tert-butyl ester;

(R)-2-phenylmethanesulfonyl-1-{(S)-1-[(3-cyclopropyl-1,2,4-oxadiazol-5-yl)-hydroxy-methyl]-propylcarbamoyl}-ethyl)-carbamic acid tert-butyl ester;

(R)-N-[1-(Benzoxazole-2-carbonyl)-butyl]-2-[cyclopropylmethyl-(tetrahydro-pyran-4-ylmethyl)-amino]-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazol-2-yl-hydroxy-methyl)-butyl]-2-dibenzylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazol-2-yl-hydroxy-methyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[1-(benzothiazol-2-yl-hydroxy-methyl)-butyl]-2-isopropylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazol-2-yl-hydroxy-methyl)-butyl]-2-dimethylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-(1-methyl-piperidin-4-ylamino)-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-(bis-thiophen-2-ylmethyl-amino)-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-dibenzylamino-3-phenylmethanesulfonyl-propionamide;

(S)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-(tetrahydro-pyran-4-ylamino)-3-thiophen-2-yl-propionamide;

S)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-isopropylamino-3-thiophen-2-yl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-isopropylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[1-(benzothiazol-2-yl-hydroxy-methyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-[(2-methoxy-ethyl)-(tetrahydro-pyran-4-yl)-amino]-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-cyclohexylamino-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazol-2-yl-hydroxy-methyl)-butyl]-2-dimethylamino-3-phenylmethanesulfonyl-propionamide;

*N*-cyanomethyl-3-cyclohexyl-propionamide;

*N*-cyanomethyl-3-(2-difluoromethoxy-phenylmethanesulfonyl)-propionamide;

3-(3-cyclohexyl-propionylamino)-2-oxo-5-phenyl-pentanoic acid thiazol-2-ylamide;

3-cyclohexyl-*N*-(1-formyl-3-phenyl-propyl)-propionamide;

3-(2-difluoromethoxy-phenylmethanesulfonyl)-*N*-[(S)-1-(5-ethyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-propionamide;

*N*-[(S)-1-(benzooxazole-2-carbonyl)-propyl]-2-(2-cyano-phenylamino)-3-cyclohexyl-propionamide;

*N*-Cyanomethyl-3-cyclohexyl-2-(4-methoxy-phenoxy)-propionamide;

2-benzyloxy-*N*-cyanomethyl-3-cyclohexyl-propionamide;

(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-butyl]-2-benzyloxy-3-phenylmethanesulfonyl-propionamide;

(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-2-methoxymethoxy-3-phenylmethanesulfonyl-propionamide;

(*S*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-butyl]-2-hydroxy-3-phenyl-propionamide;

(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-3-phenylmethanesulfonyl-2-triisopropylsilanyloxy-propionamide;

(*R*)-*N*-[(*S*)-1-(1-benzothiazol-2-yl-methanoyl)-propyl]-2-hydroxy-3-phenylmethanesulfonyl-propionamide;

(*R*)-2-hydroxy-3-phenylmethanesulfonyl-*N*-[(S)-1-(1-pyridazin-3-yl-methanoyl)-butyl]-propionamide;

(*S*)-3-((*R*)-2-hydroxy-3-phenylmethanesulfonyl-propanoylamino)-2-oxo-pentanoic acid benzylamide;

(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-2-hydroxy-propionamide;

(*R*)-*N*-[(*S*)-1-(1-benzothiazol-2-yl-methanoyl)-propyl]-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-2-hydroxy-propionamide; and

(2R,5S)-2-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonylmethyl]-6-ethoxy-5-ethyl-morpholin-3-one.

16. A compound of claim 15 selected from the group consisting of:

morpholine-4-carboxylic acid (R)-1-(cyanomethyl-carbamoyl)-2-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-ethyl ester, (Compound 31);

morpholine-4-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester, (Compound 11);

morpholine-4-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-ethyl ester, (Compound 14);

morpholine-4-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzothiazol-2-yl-methanoyl)-propylcarbamoyl]-2-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-ethyl ester, (Compound 15);

pyrrolidine-1-carboxylic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester, (Compound 19);

dimethyl-carbamic acid (*R*)-1-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester, (Compound 20);

morpholine-4-carboxylic acid (R)-1-[(S)-1-(1-benzylcarbamoyl-methanoyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester, (Compound 25);

morpholine-4-carboxylic acid (S)-1-[(S)-1-(oxazolo[4,5-b]pyridine-2-carbonyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;

morpholine-4-carboxylic acid (S)-1-[(S)-1-(5-ethyl-[1,3,4]oxadiazole-2-carbonyl)-propylcarbamoyl]-2-phenylmethanesulfonyl-ethyl ester;

(R)-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-*N*-((S)-1-formyl-propyl)-2-hydroxy-propionamide;

(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-2-hydroxy-3-phenyl-methanesulfonyl-propionamide;

(S)-3-{3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-propanoylamino}-2-oxo-pentanoic acid benzylamide;

(R)-*N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-2-(2-nitro-phenylamino)-3-phenylmethanesulfonyl-propionamide;

(R)-*N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-butyl]-2-(5-nitro-thiazol-2-ylamino)-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-3-phenylmethanesulfonyl-2-(tetrahydro-pyran-4-ylamino)-propionamide;

(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-isopropylamino-3-phenylmethanesulfonyl propionamide;

(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-[(2-methoxy-ethyl)-(tetrahydro-pyran-4-yl)-amino]-3-phenylmethanesulfonyl-propionamide;

(R)-N-[(S)-1-(benzoxazole-2-carbonyl)-butyl]-2-cyclohexylamino-3-phenylmethanesulfonyl-propionamide;

morpholine-4-carboxylic acid (S)-2-cyclohexyl-1-[(S)-1-(oxazolo[4,5-b]pyridine-2-carbonyl)-propylcarbamoyl]-ethyl ester;

(*S*)-3-((*R*)-2-hydroxy-3-phenylmethanesulfonyl-propanoylamino)-2-oxo-pentanoic acid benzylamide;

(*R*)-*N*-[(*S*)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-3-[2-(1,1-difluoro-methoxy)-phenylmethanesulfonyl]-2-hydroxy-propionamide.

17. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 in combination with a pharmaceutically acceptable excipient.

18. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 2 in combination with a pharmaceutically acceptable excipient.

19. A method for treating a disease in an animal in which inhibition of Cathepsin S can prevent, inhibit or ameliorate the pathology and/or symptomology of the disease, which method comprises administering to the animal a therapeutically effective amount of compound of Claim 1 or Claim 2.

20. The use of a compound of Claim 1 or 2 in the manufacture of a medicament for treating a disease in an animal in which Cathepsin S activity contributes to the pathology and/or symptomology of the disease.